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ANNUAL**

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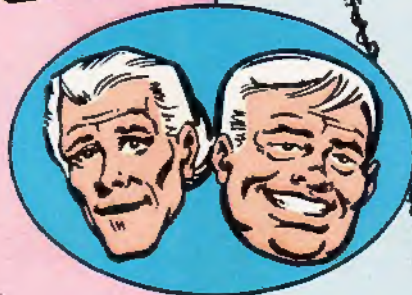
TM

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PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL

TM

BEFORE SHE
MARRIED BEN
PARKER, AUNT
MAY LOVED
ANOTHER MAN--
A CRIMINAL!



NOW HE'S
BACK. AND
IF HE CAN'T
HAVE HER--
**NO ONE
WILL!**



...THE LARCENOUS TRIO FINDS ITS PATIENCE AND PLANNING REWARDED AS THE CEILING ABOVE THEM FINALLY YIELDS--AND THE ROBBERS RAISE THEMSELVES UP INTO THE PROMISED LAND...

LOOK AT ALL THAT MONEY!
LOOK AT IT!

QUIET, YOU FOOL!

QUIET? WHY DO WE HAVE TO BE QUIET NOW--IN HERE WITH THREE FEET OF SOLID STEEL BETWEEN US AND A BANK THAT'S CLOSED DOWN FOR THE NIGHT?

BECAUSE THIS ENTIRE JOB HINGES ON SILENCE--

--AND BECAUSE I DON'T WANNA BLOW THE LID OFF THE HEIST OF THE CENTURY NOW!

OKAY, OKAY! YOU PLANNED THIS JOB! YOU KNEW THE VAULT FLOOR WAS THINNER THAN THE SIDES, AND JUST WHERE TO COME UP FROM THE SEWERS...

...SO WE'LL PLAY IT YOUR WAY!

BUT AFTER WE GOT ALL THIS DOUGH STASHED SAFELY AWAY, I'M GONNA LET OUT A WAR-WHOOP TO WAKE THE DEAD!

AND I'M GONNA HIRE A BRASS BAND T'PLAY ME A VICTORY MARCH!

YOU CAN BOTH MAKE ALL THE NOISE YOU WANT--

--ONCE WE'RE OUT OF HERE!

REMEMBER, SILENCE IS THE KEY! DON'T ANYONE MAKE A...

...SOUND!
OMIGOSH, LOOK!

THE ROBBERS' WARNING CRY RISES IN THE NIGHT...

... AND THE SILENCE IS IRREVOCABLY SHATTERED!

Stan Lee
PRESENTS:

MEMORY LANE!

BILL MANTLO --- STORY
KERRY GAMMILL AND
SAL BUSCEMA --- PENCILS
CARLOS GARTON --- INKS
JANICE CHIANG --- LETTERS
GEORGE ROUSSOS --- COLORS
DANNY FINGEROTH --- EDITOR
JIM SHOOTER --- EDITOR-IN-CHIEF

IT'S SPIDER-MAN!

YES, IT IS!

SO, SWEEPED OFF HER FEET AND ONTO THE DANCE FLOOR BY THE ROGUISSH SMILE OF JOHNNY JEROME. ...

... MAY DANCED AND SWAYED AS THE NIGHT GREW GOLDEN.

BUT THAT WAS MANY YEARS AGO.

LATER, THE NIGHT SLOWLY GIVES GROUND TO DAWN WHEN THE SPECTACULAR SPIDER-MAN AT LAST RETURNS TO HIS CHELSEA APARTMENT BUILDING.

DROPPING UNNOTICED THROUGH THE SKYLIGHT IN HIS BATHROOM CEILING, HE BOUNDS INTO HIS BEDROOM.

THERE, SEEMINGLY WITHOUT ANY EFFORT ON HIS PART, HIS COSTUME UNDERGOES A HIGH-MIRACULOUS TRANSFORMATION...

... AND HE STANDS CLAD ONLY IN HIS PYJAMAS.

THEN, WITHOUT EVER HAVING BEEN TRULY AWAKE...

... PETER PARKER EMBRACES HIS BEDDING AND RESUMES A MORE SOUND SLUMBER.

WITHOUT A SECOND THOUGHT, THE ADULT PETER PARKER RUBBES STEADILY UP A TREE HE ACCIDENTALLY CLIMBED AS A CHILD...

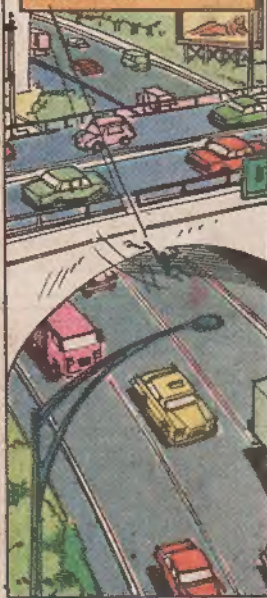


...BUT, MOMENTS LATER, HIS SPIDER-SENSE TELLING HIM NO ONE HAS OBSERVED HIS ACTIONS...



...IT IS A STARTLING BLACK-CLAD FIGURE WHO SWINGS OUT ON A SLENDER WEB-LIKE INTO THE GATHERING DUSK.

SOON, THE AMAZING ARACHNID CATCHES UP WITH THE TAXI BEARING HIS AUNT AS IT BASES ONTO THE BELT PARKWAY...



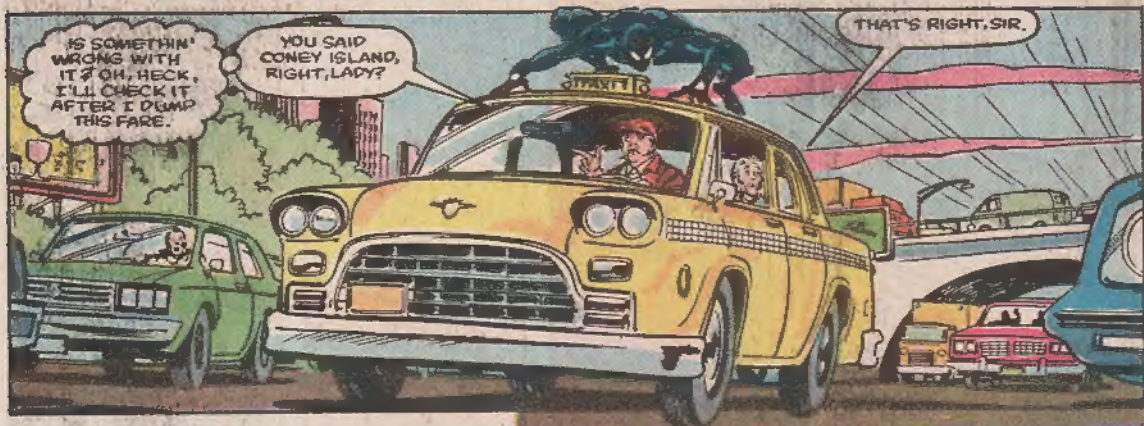
I WONDER WHY THE OTHER DRIVERS SEEM T'BE STARIN' AT MY CAB?



'IS SOMETHIN' WRONG WITH IT? OH, HECK, I'LL CHECK IT AFTER I DUMP THIS FARE.

YOU SAID CONEY ISLAND, RIGHT, LADY?

THAT'S RIGHT, SIR.

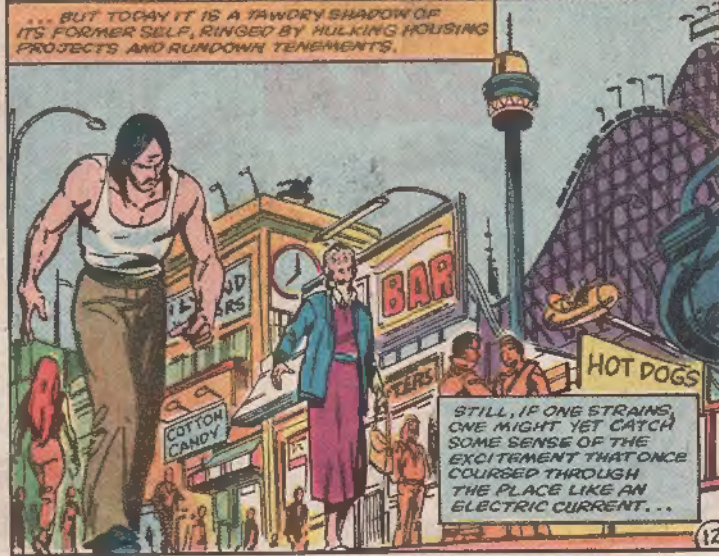


CONEY ISLAND??

ONCE IT WAS THE SHINING CENTER OF THE BOROUGH KNOWN AS BROOKLYN...

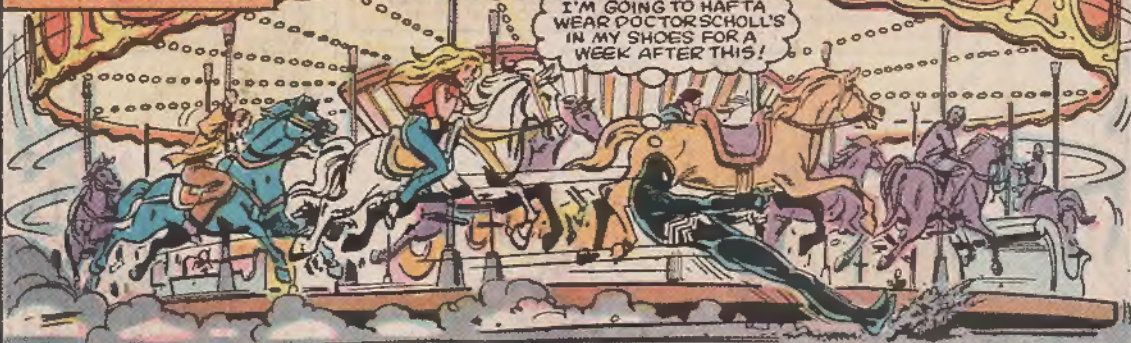


...BUT TODAY IT IS A TAWDRY SHADOW OF ITS FORMER SELF, RINGED BY HULKING HOUSING PROJECTS AND RUNDOWN TENEMENTS.



STILL, IF ONE STRAINS, ONE MIGHT YET CATCH SOME SENSE OF THE EXCITEMENT THAT ONCE COURSED THROUGH THE PLACE LIKE AN ELECTRIC CURRENT...

... SPIDER-MAN INSTEAD GRABS ONE OF THE CAROUSEL'S IRON POLES AND DIGS HIS HEELS INTO THE DIRT, DRAGGING BACK AGAINST THE REVOLUTION OF THE RIDE WITH ALL HIS PREDIGIOUS SPIDER-STRENGTH, SLOWING IT TO A GRINDING HALT.



I'M GOING TO HAFTA WEAR DOCTOR SCHOLL'S IN MY SHOES FOR A WEEK AFTER THIS!

BUT AT LEAST NEITHER AUNT MAY ELSE WAS HURT!

THAT WAS GREAT, FELLA!

THERE WERE KIDS ON THE RIDE, AN' YOU SAVED 'EM.



I'M GONNA WRITE A LETTER TO THE BUGLE TELLIN' 'EM WHAT YOU DONE!

LOOK, IT WASN'T ANY...

HOLY SMOKES! WHILE I WAS WATCHING MY BREATH, AUNT MAY VANISHED INTO THE CROWD!



I SHOULD HAVE SLAPPED A SPIDEY-TRACER ON HER-- SO MY SPIDER-SENSE COULD HAVE KEPT TRACK OF HER!



HOW AM I GONNA FIND HER NOW??!

AS THE CONCERNED YOUNG HERO FRANTICALLY SCOURS THE MIDWAY BELOW...

... HIS AUNT MAY RIDES A SPARKLING CIRCLE TOWARDS THE STARS.



HER VIEW OF NEW YORK'S SKYLINE ACROSS THE BAY IS BOTH GRAND AND GLORIOUS. MUCH HAS CHANGED...



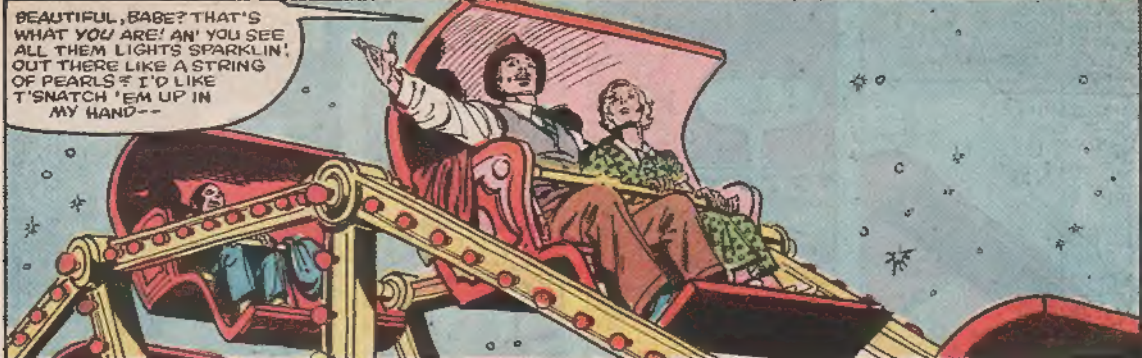
... SINCE LAST SHE LOOKED OUT FROM SUCH A LOFTY HEIGHT, PERCHED ATOP A MOMENTARILY STILL FERRIS WHEEL OF AN OLDER TIME.



AIN'T IT SOMETHING, BABE?

JOHNNY... IT'S BEAUTIFUL.

BEAUTIFUL, BABE? THAT'S WHAT YOU ARE! AN' YOU SEE ALL THEM LIGHTS SPARKLIN' OUT THERE LIKE A STRING OF PEARLS? I'D LIKE T' SNATCH 'EM UP IN MY HAND--



-- AN' STRING 'EM INTO A NECKLACE SO THAT ANYONE WHO SEES YOU WEARIN' 'EM WOULD HAVE T' SAY!

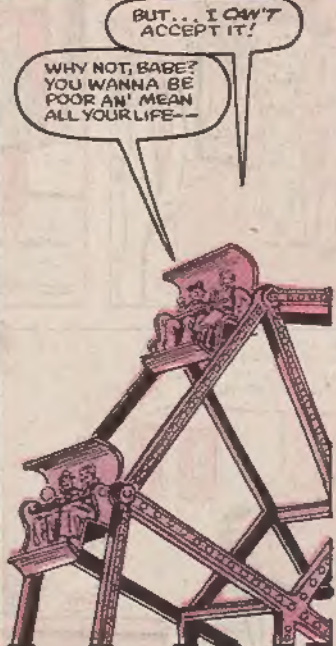


"THAT DAME, SHE'S THE QUEEN OF NEW YORK!"

OH, JOHNNY, I-- I'VE NEVER SEEN ANYTHING SO LOVELY!

BUT... I CAN'T ACCEPT IT!

WHY NOT, BABE? YOU WANNA BE POOR AN' MEAN ALL YOUR LIFE--



-- SCRATCHIN' OUT A LIVIN' ON THE GROUND LIKE THAT STOOGE BEN PARKER--



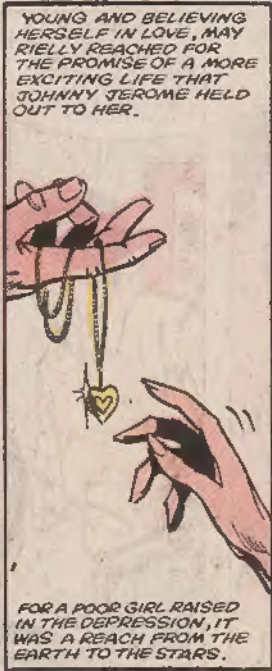
--OR YOU WANNA REACH HIGH FOR THE GOOD THINGS IN LIFE, LIKE I DO?!



JOHNNY, I--

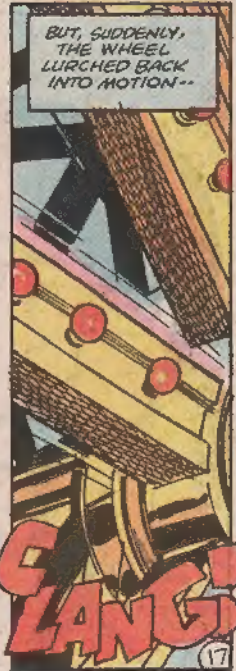


YOUNG AND BELIEVING HERSELF IN LOVE, MAY RIELLY REACHED FOR THE PROMISE OF A MORE EXCITING LIFE THAT JOHNNY JEROME HELD OUT TO HER.



FOR A POOR GIRL RAISED IN THE DEPRESSION, IT WAS A REACH FROM THE EARTH TO THE STARS.

BUT, SUDDENLY, THE WHEEL LURCHED BACK INTO MOTION--



--AND, PANICKING, MAY REILLY GRABBED FOR THE CAR'S SAFETY RAIL, THE MAGIC SPELL OF A MOMENT AGO SHATTERED...

NO, JOHNNY. I--I CAN'T TAKE IT!

OH WELL, BABE! NO RUSH! WHEN YOU'RE READY THINGS I HAVE TO OFFER!

WILL I, JOHNNY?

WILL I?

MUCH LATER THAT NIGHT...

YOU LOST TRACK OF HER AT CONEY ISLAND?

IT WAS CROWDED, NATHAN. THERE WAS... A LOT HAPPENING. SHE SLIPPED OUT OF MY SIGHT FOR A MINUTE. AND I COULDN'T FIND HER AGAIN! STILL, I WAS HOPING SHE'D HAVE COME HOME BY NOW...

THERE IS THE SOUND OF A KEY IN A LOCK...

IT'S AUNT MAY-- AT LAST! BUT SHE'S WALKING RIGHT PAST US... SHE'S TOO LOST IN THOUGHT TO EVEN NOTICE US!

THAT'S HOW ELDERLY PEOPLE ACT WHEN SENILITY SETS IN! I - I COULD HAVE ACCEPTED LOSING MAY TO ANOTHER MAN, BUT NOT TO... OLD AGE.

I DON'T BUY IT, NATHAN! SURE, MY AUNT'S ACTING STRANGE...

...BUT IT'S THE LETTERS THAT ARE CAUSING IT, AND I INTEND TO FIND OUT WHY!

...AND OF A DOOR SWINGING OPEN.

THE ATTIC.

LOTS OF STUFF STORED UP HERE.

LOTS OF DUST.

LOTS OF MEMORIES

A HIGH SCHOOL SNAPSHOT OF PETE AND HIS CLASSMATES.

A CHEMISTRY SET THAT WAS THE PRIDE AND JOY OF A YOUNG HONORS STUDENT.

PHOTOS OF THE PARENTS HE NEVER KNEW...

...AND OF THE AUNT AND UNCLE WHO RAISED HIM LIKE THE SON THEY NEVER HAD.

BUT WHERE DO I FIND OUT THE IDENTITY OF THE MYSTERIOUS "JOHNNY" WHO SEEMS TO HAVE MY AUNT MAY UNDER HIS SPELL?

PETER SPIES AN OLD TRUNK, AND REMEMBERS CHILDHOOD AFTERNOONS PLAYING AMONGST THE MEMORABILIA IT CONTAINED.

THIS STUFF DIDN'T MEAN MUCH TO ME THEN, BUT I WAS JUST A KID AND THERE WAS NO MYSTERY TO BE SOLVED.

THE PHOTOS IN THE OLD ALBUM ARE BROWN AND BRITTLE WITH AGE.

THIS IS ALL AUNT MAY'S CHILDHOOD STUFF, FROM WHEN SHE WAS GROWING UP IN BROOKLYN.

REILLY AND HERE'S AN OLD VALENTINE.

The Reilly Family
Brooklyn 192

HOME - 310 BEDSTONE AVE.

"TO MAY, FOREVER MINE!" DID MY UNCLE BEN WRITE THAT?

LET'S SEE IF IT MEANS ANYTHING NOW!



NO! THAT'S NOT UNCLE BEN!



AND IN THIS ALBUM HERE... MORE PICTURES OF AUNT MAY ARM-IN-ARM WITH ANOTHER MAN! AND THE INSCRIPTIONS IDENTIFY HIM AS... JOHNNY JEROME!

THEY WERE YOUNG, AND OBVIOUSLY IN LOVE...

...YET AUNT MAY MARRIED MY UNCLE BEN, AND I NEVER HEARD OF JOHNNY JEROME-- UNTIL NOW!

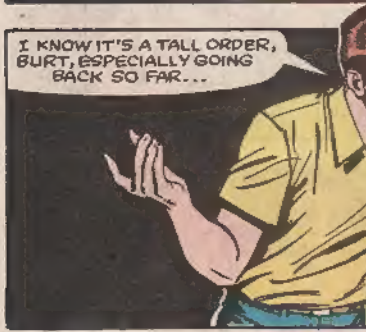


PETE, WHERE ARE YOU GOING?!

TO GET SOME ANSWERS, NATHAN--



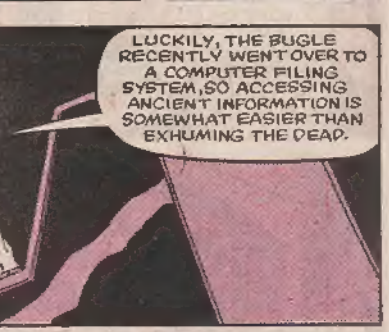
"--FROM THE ANSWER MAN!"



I KNOW IT'S A TALL ORDER, BURT, ESPECIALLY GOING BACK SO FAR...



NEWSPAPER MORGUES ARE LIKE GRAVEYARDS, PETE. EVERYTHING GETS BURIED HERE.

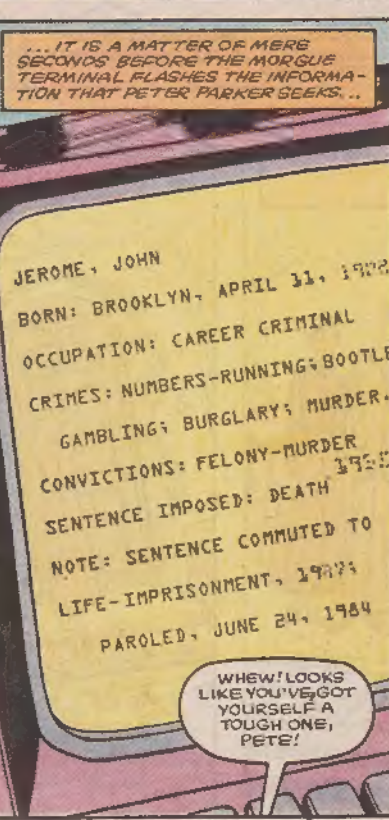


LUCKILY, THE BUGLE RECENTLY WENT OVER TO A COMPUTER FILING SYSTEM, SO ACCESSING ANCIENT INFORMATION IS SOMEWHAT EASIER THAN EXHUMING THE DEAD.



IF THIS "JOHNNY JEROME" YOU'RE LOOKING FOR EVER MADE THE PAGES OF ANY METROPOLITAN NEWSPAPER IN THE PAST 100 YEARS, THE COMPUTER SHOULD HAVE HIM ON FILE.

TAPPING INTO A MASSIVE MEMORY BANK IN THE BUGLE'S BASEMENT...



...IT IS A MATTER OF MERE SECONDS BEFORE THE MORGUE TERMINAL FLASHES THE INFORMATION THAT PETER PARKER SEEKS...

JEROME, JOHN
BORN: BROOKLYN, APRIL 11, 1902
OCCUPATION: CAREER CRIMINAL
CRIMES: NUMBERS-RUNNING; BOOTLE
GAMBLING; BURGLARY; MURDER.
CONVICTIONS: FELONY-MURDER 1952
SENTENCE IMPOSED: DEATH
NOTE: SENTENCE COMMUTED TO
LIFE-IMPRISONMENT, 1957
PAROLED, JUNE 24, 1964

WHEW! LOOKS LIKE YOU'VE GOT YOURSELF A TOUGH ONE, PETE!

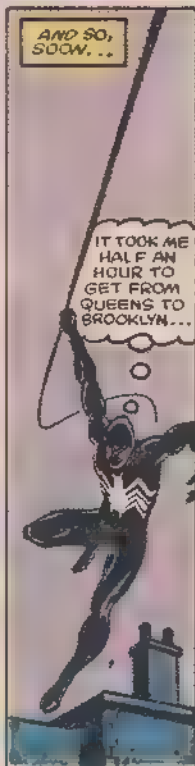
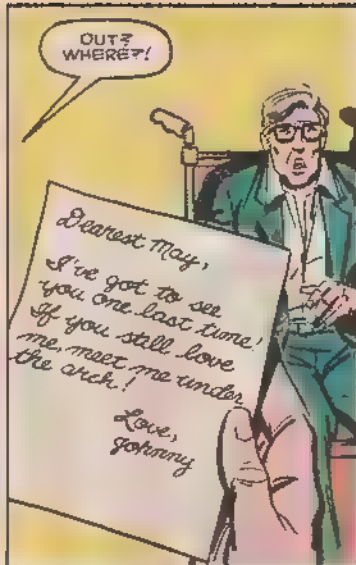
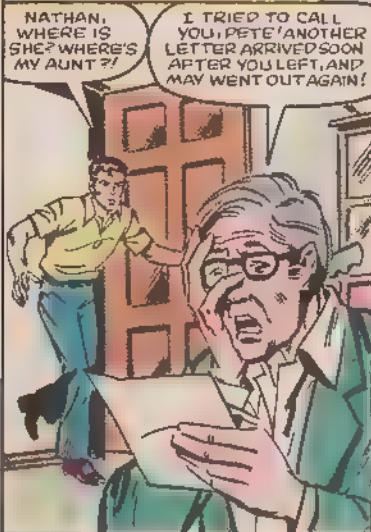


AND RECENTLY PAROLED, TOO! PETE?

THANKS, BURT! THANKS A LOT!

HIS HEART POUNDING WILDLY, PETER PARKER RACES FROM THE OFFICES OF THE DAILY BUGLE...

... BACK TO FOREST HILLS...





YES IT IS.



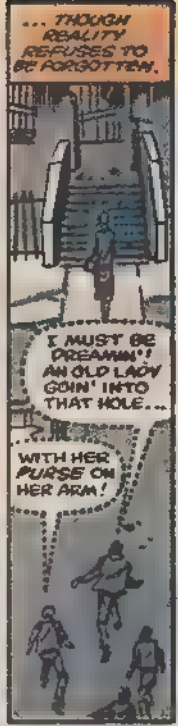
ATTAGIRL, AUNT MAY 'YOU CAN'T BE SENILE IF YOU CAN SEE THIS PLACE FOR THE RAT'S NEST IT'S BECOME!



YES, IT IS QUITE DREADFUL. BUT, YOU KNOW...



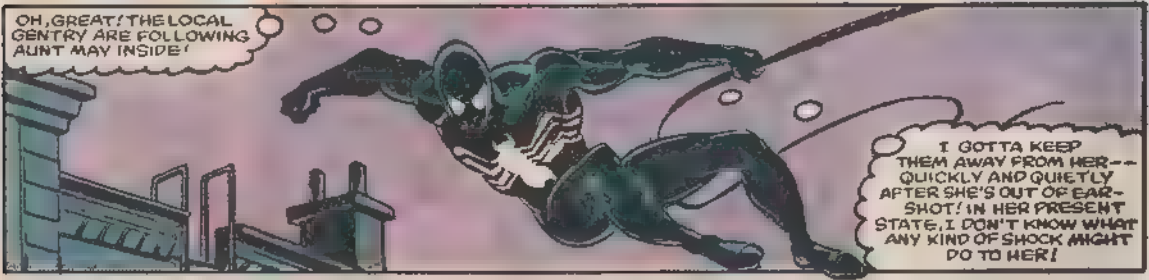
... IT WAS BEAUTIFUL... ONCE.



... THOUGH REALITY REFUSES TO BE FORGOTTEN.

I MUST BE DREAMING! AN OLD LADY GOIN' INTO THAT HOLE...

WITH HER PURSE ON HER ARM!



OH, GREAT! THE LOCAL GENTRY ARE FOLLOWING AUNT MAY INSIDE!

I GOTTA KEEP THEM AWAY FROM HER--- QUICKLY AND QUIETLY AFTER SHE'S OUT OF EAR-SHOT! IN HER PRESENT STATE, I DON'T KNOW WHAT ANY KIND OF SHOCK MIGHT DO TO HER!



BUT MAY PARKER'S "PRESENT STATE"... IS IN THE PAST.

MAY? IS THAT YOU?

A VOICE, LONG UNHEARD, ECHOES DOWN THROUGH THE YEARS...



YES, MOTHER I'M HOME.

GO IN AND SAY HELLO TO YOUR FATHER, DEAR. TELL HIM I'LL HAVE SUPPER READY SOON.



HELLO, MAY? ENJOY YOURSELF TODAY? I HEAR BEN PARKER WORKS OVER AT CONEY ISLAND NOW!

YES, DADDY, HE DOES.



BUT I WAS WITH JOHNNY JEROME.

THE DOOR TO MAY REILLY'S ROOM IS LONG GONE FROM ITS HINGES...

... AND ONLY
PEELING PAINT
AND CRUMBLING
PLASTER ADORN
THE WALLS
WHERE ONCE
HUNG GAILY
PRINTED WALL-
PAPER SHE
HERSELF PLACED
UPON THEM SO
MANY YEARS
AGO.



OH, MY...!

IT IS HARD TO REMAIN
ABSORBED BY MEMORIES
WHEN REALITY INTRUDES
ITSELF SO HARSHLY UPON
THE MIND.

I'LL BET THIS
PLACE WAS CLEAN
AS A WHISTLE
FIFTY YEARS AGO!

I ONLY PRAY THAT
TIME HAS BEEN
EASIER ON MY
AUNT!

... BRINGS THE
SPECTACULAR
SPIDER-MAN INTO
POSITION ABOVE
THE JUNKIES
CONVERGING ON
HIS AUNT.

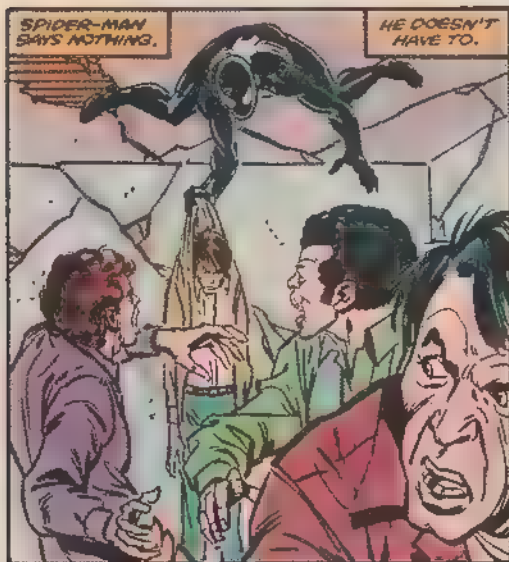
NOW TO HANDLE
THESE HUMAN VULTURES
WITHOUT ALERTING
AUNT MAY...!

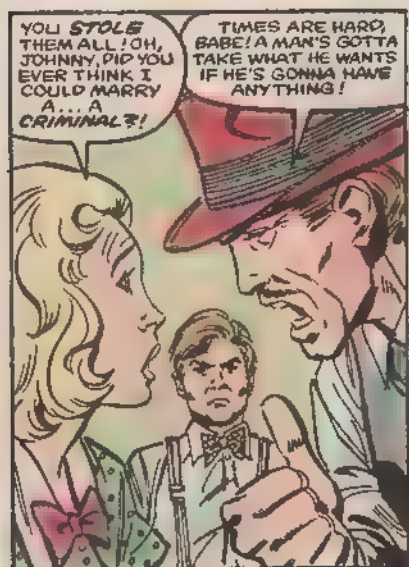
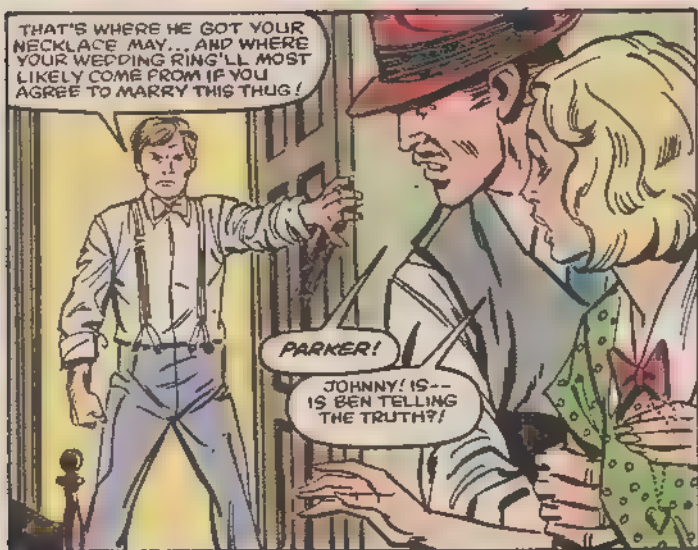
WHILE... THAT BOX-- ON
THE WINDOWSILL--!

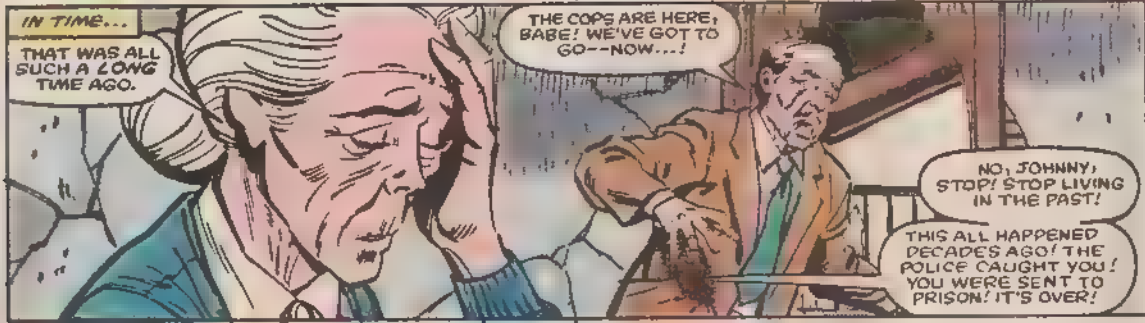
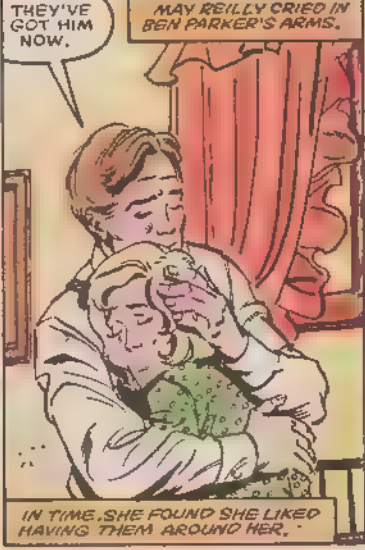
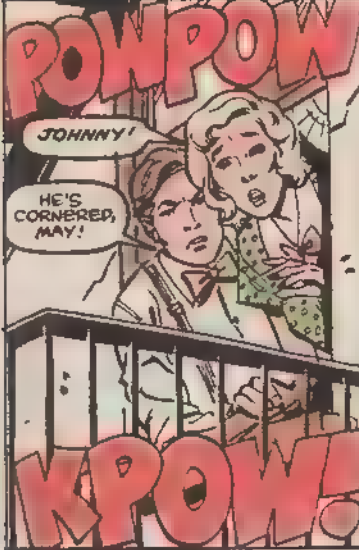
IT'S... GIFT-
WRAPPED--
QUITE OUT
OF PLACE
HERE!

OH!

"WHEN YOU'RE
READY, BABE, YOU'LL
TAKE THE THINGS I
HAVE TO OFFER!"







MAYBE I CAN FIND SOMEPLACE FOR YOU TO LIVE OUT THE REST OF YOUR DAYS ... AT PEACE WITH YOURSELF AND YOUR MEMORIES.



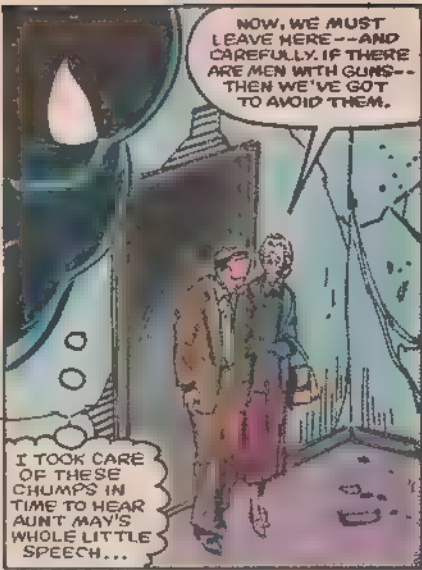
BUT I CAN'T HELP YOU BEYOND THAT, JOHNNY. I'VE GOT MY OWN LIFE TO LIVE...

... TODAY.



NOW, WE MUST LEAVE HERE--AND CAREFULLY. IF THERE ARE MEN WITH GUNS-- THEN WE'VE GOT TO AVOID THEM.

I TOOK CARE OF THESE CHUMPS IN TIME TO HEAR AUNT MAY'S WHOLE LITTLE SPEECH...



... AND, BOY, DO I EVER FEEL RELIEVED! ALL RIGHT, AUNT MAY!

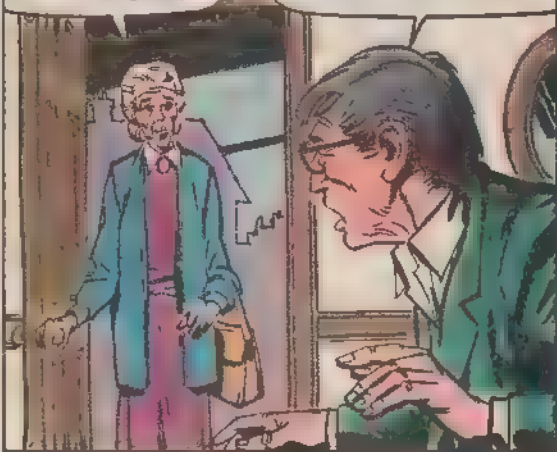
ALL RIGHT!



AND SO, SOME TIME LATER BACK IN FOREST HILLS...

NATHAN! WHAT IN THE WORLD ARE YOU STILL DOING UP?

WHAT...? MAY! I WAS WORRIED... I ... THAT IS.. I WAS WAITING FOR...

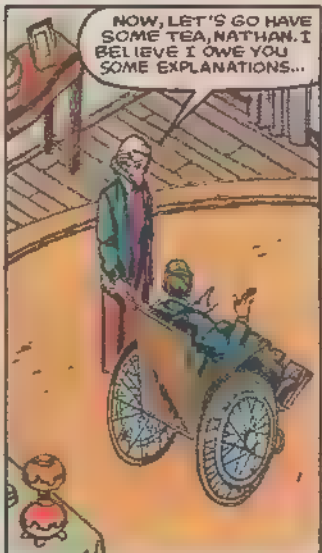


YOU WERE WAITING FOR ME? THAT WAS SWEET OF YOU!

I'M BACK NOW... I'M BACK.



NOW, LET'S GO HAVE SOME TEA, NATHAN. I BELIEVE I OWE YOU SOME EXPLANATIONS...



... THAT I'M FINALLY READY TO GIVE.



THE END

29

Stan Lee PRESENTS: *The Black Cat* starring in **CAT AND MOUSE**

BOB
DENATALE
STORY

RON
RANDALL
ART

JANICE
CHIANG
LETTERING

GEORGE
ROUSE'S
COLORING

DANNY
FINGEROTH &
MILGROM
EDITORS

JIM
SHOOTER
EDITOR-IN-CHIEF

"FELICIA HARDY, KNOWN TO THE WORLD AT LARGE AS THE BLACK CAT, WAS LOOKING FORWARD TO AN ADVENTUROUS EVENING WITH HER LOVER, THE AMAZING SPIDER-MAN. LITTLE DID SHE KNOW I WOULD BE SUPPLYING THE ADVENTURE THAT NIGHT..."

HELLO, MY FRISKY FELINE! DID YOU MISS ME?

LIKE A DRUMMER MISSES HIS STICKS, SPIDER! BUT WHAT ARE YOU DOING WITH A BAG OF... GROCERIES?

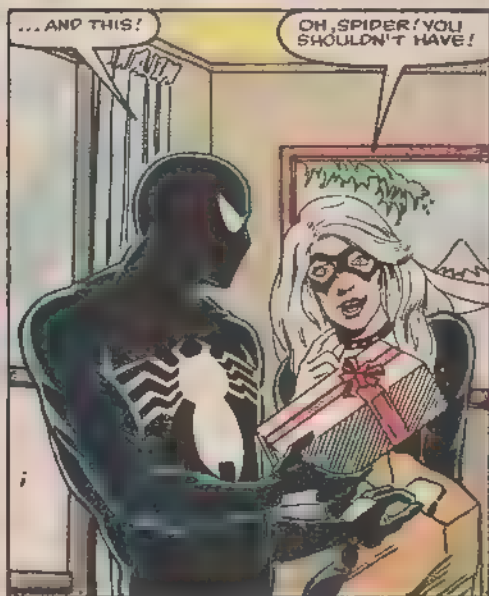
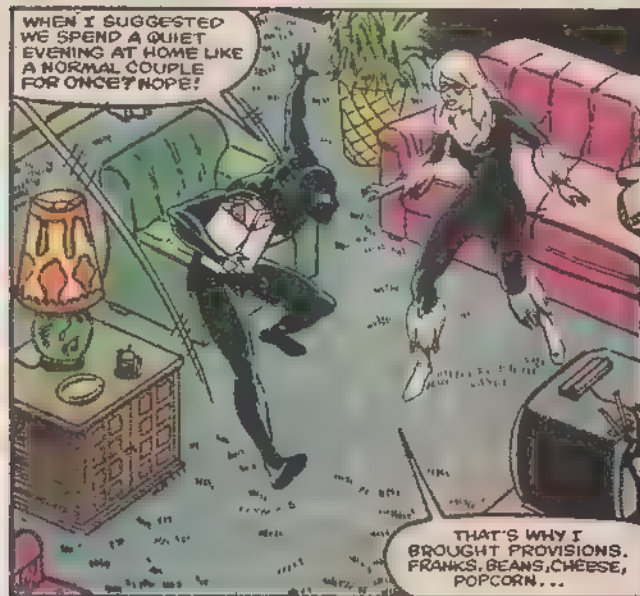
I THOUGHT YOU WERE JUST KIDDING WHEN—

WHEN I SUGGESTED WE SPEND A QUIET EVENING AT HOME LIKE A NORMAL COUPLE FOR ONCE? NOPE!

THAT'S WHY I BROUGHT PROVISIONS. FRANKS, BEANS, CHEESE, POPCORN...

...AND THIS!

OH, SPIDER! YOU SHOULDN'T HAVE!



IT'S MY WAY OF SAYING -
THANK YOU FOR GIVING
UP THE SWASHBUCKLING
FOR ONE NIGHT.



THAT'S REALLY
IMPORTANT TO
YOU, ISN'T IT?
SOMETIMES, I
DON'T--

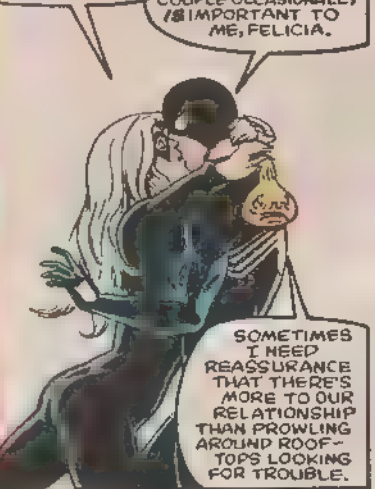


OH,
MY LOVE...

A WINE
CARAFE! IT'S
BEAUTIFUL!



THANK YOU!
MMMMMMMM.



MMMMMM YES,
ACTING LIKE A NORMAL
COUPLE OCCASIONALLY
IS IMPORTANT TO
ME, FELICIA.

SOMETIMES
I NEED
REASSURANCE
THAT THERE'S
MORE TO OUR
RELATIONSHIP
THAN PROWLING
AROUND ROOF-
TOPS LOOKING
FOR TROUBLE.

BESIDES, I'M TIRED OF SHARING YOU
WITH ALL OF THE CITY'S WEIRDOS!
IF IT'S NOT THE PUMA, IT'S THE
ROSE OR THE ANSWER!

BUT NOT TONIGHT.



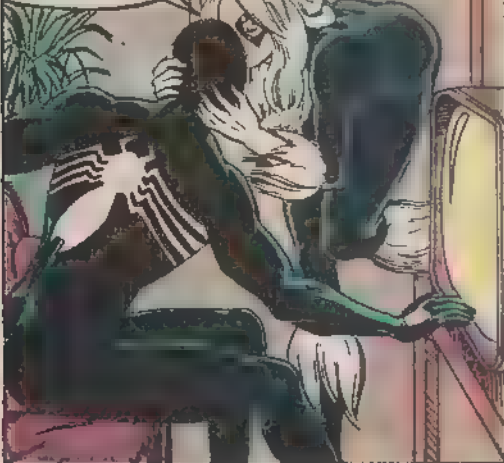
OH, YOU CAN
BE SO SLLY--

--WE'RE SPIDER-MAN AND THE
BLACK CAT! WE'RE SUPPOSED
TO BE LOOKING FOR TROUBLE!

BUT I DO HOPE
YOU'RE NOT PLANNING
TO WATCH TV ALL
NIGHT!

NO, BUT THERE'S
A GREAT SPY MOVIE
ON CABLE. IT'S ALL
ABOUT A STOLEN
MICROFILM.

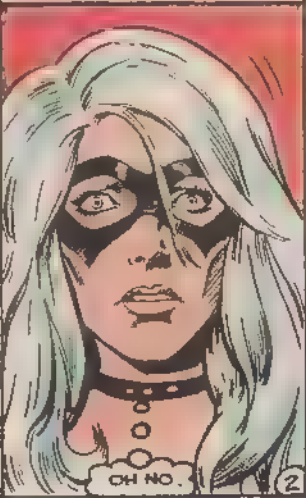
YOU ARE STRANGE,
MY LOVE. I GUESS
THAT'S WHY
I FIND YOU SO
IRRRESISTIBLE!



ALL RIGHT! FOR YOU, MY
SPIDER, ONE NIGHT OF
DOMESTIC PEACE AND
QUIET. I'LL EVEN DO
THE COOKING!

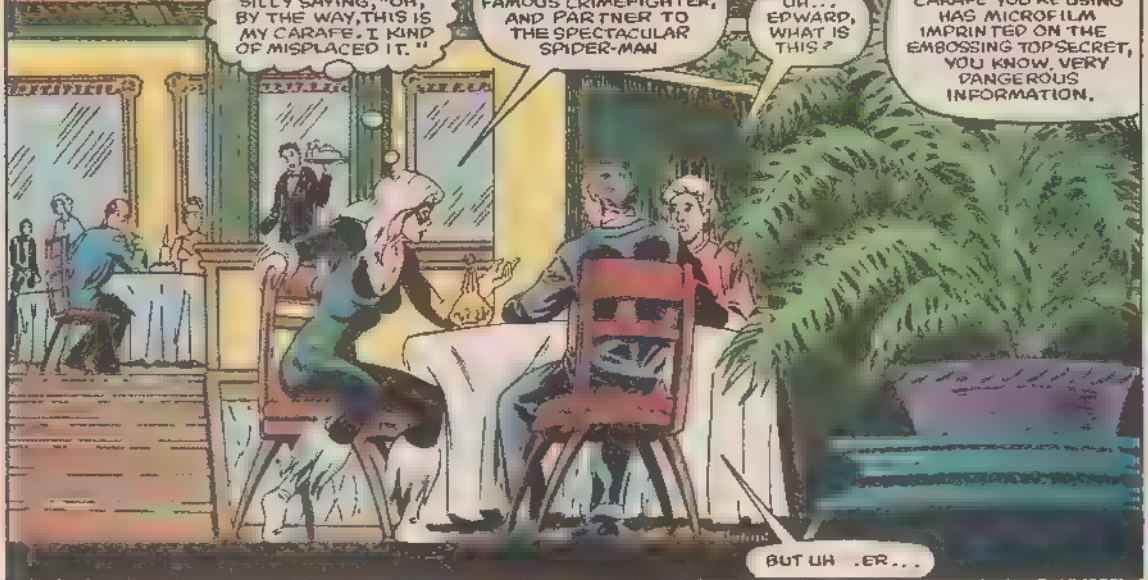


"AND THAT'S HOW THINGS
STOOD THE NIGHT I DECIDED
TO POP IN FOR A VISIT



OH NO.

"A FEW MOMENTS LATER, INSIDE..."



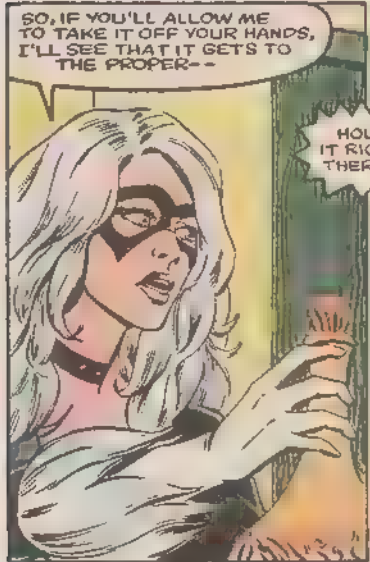
THINK FAST, CAT! YOU'D FEEL PRETTY SILLY SAYING, "OH, BY THE WAY, THIS IS MY CARAFE. I KIND OF MISPLACED IT."

HELLO. I'M THE BLACK CAT, WORLD FAMOUS CRIMEFIGHTER, AND PARTNER TO THE SPECTACULAR SPIDER-MAN

UH... EDWARD, WHAT IS THIS?

AND I HATE TO BOTHER YOU, BUT THIS CARAFE YOU'RE USING HAS MICROFILM IMPRINTED ON THE EMBOSSED TOP SECRET, YOU KNOW VERY DANGEROUS INFORMATION.

BUT UH... ER...

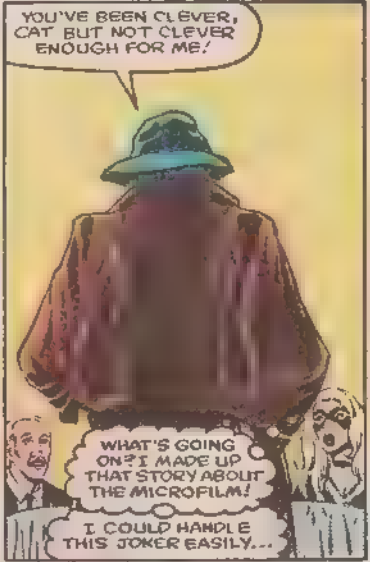


SO, IF YOU'LL ALLOW ME TO TAKE IT OFF YOUR HANDS, I'LL SEE THAT IT GETS TO THE PROPER--

HOLD IT RIGHT THERE!



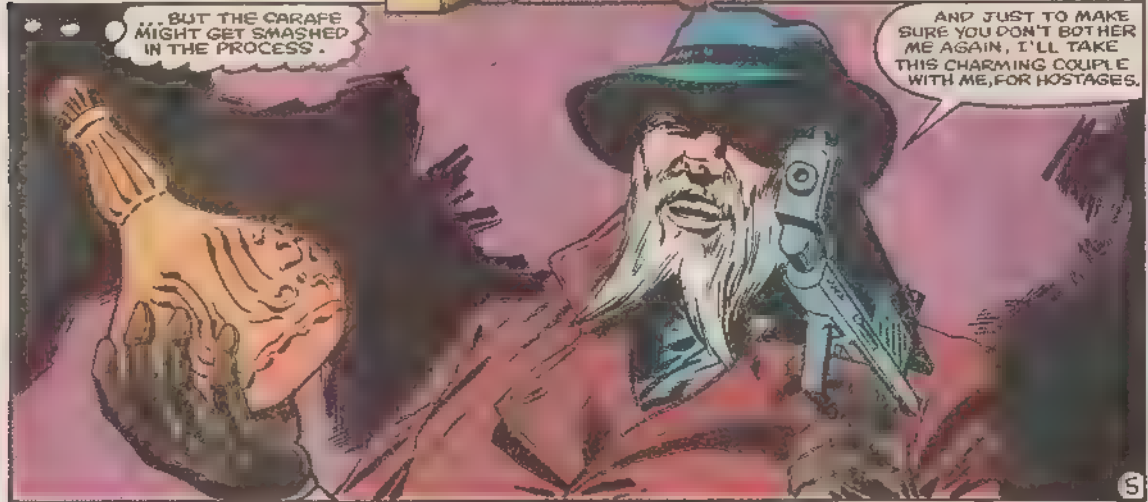
I'LL TAKE THAT MICROFILM, IF YOU PLEASE. AND NO FUNNY BUSINESS!



YOU'VE BEEN CLEVER, CAT BUT NOT CLEVER ENOUGH FOR ME!

WHAT'S GOING ON? I MADE UP THAT STORY ABOUT THE MICROFILM!

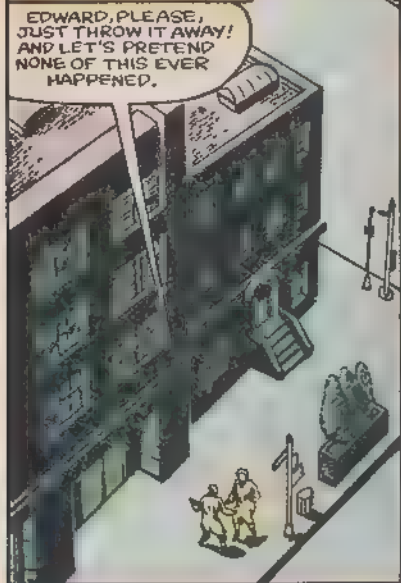
I COULD HANDLE THIS JOKER EASILY...



...BUT THE CARAFE MIGHT GET SMASHED IN THE PROCESS.

AND JUST TO MAKE SURE YOU DON'T BOTHER ME AGAIN, I'LL TAKE THIS CHARMING COUPLE WITH ME, FOR HOSTAGES.

"AND WHAT OF OUR BEWILDERED COUPLE?"



EDWARD, PLEASE, JUST THROW IT AWAY! AND LET'S PRETEND NONE OF THIS EVER HAPPENED.

NO, ABIGAIL! THIS COULD BE A MATTER OF NATIONAL SECURITY. IT'S OUR RESPONSIBILITY TO--



DON'T BE STUBBORN! WE CAN'T GET MIXED UP IN THIS! IT'S DANGEROUS!

'SCUSE ME, FOLKS. IF YOU'RE GONNA QUARREL, HOW ABOUT DOIN' IT INDOO--!

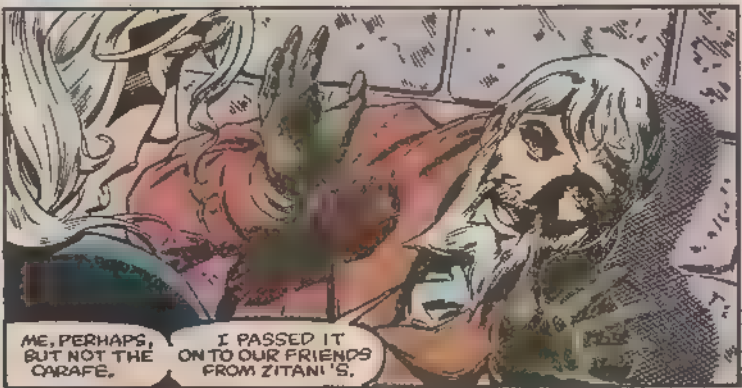


NO!
I MEAN, PLEASE, WE NEED YOUR HELP!

"MEANWHILE, ON THE ROOFTOP ABOVE THEM..."

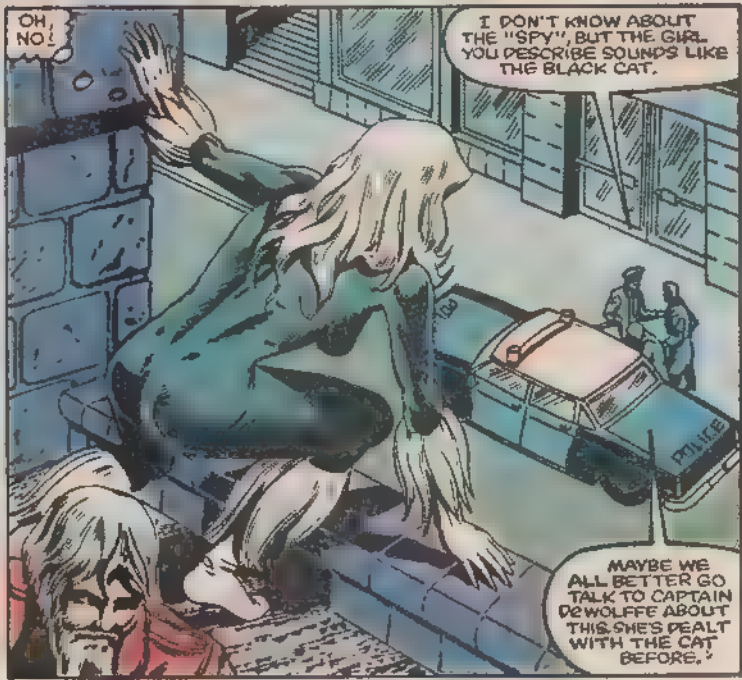


HA! I'VE GOT YOU NOW!



ME, PERHAPS, BUT NOT THE CARAFE.

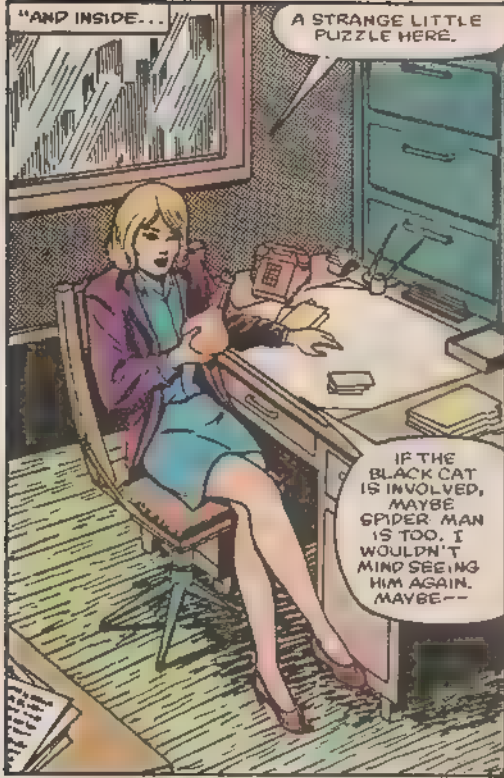
I PASSED IT ON TO OUR FRIENDS FROM ZITANI'S.



OH, NO!

I DON'T KNOW ABOUT THE "SPY", BUT THE GIRL YOU DESCRIBE SOUNDS LIKE THE BLACK CAT.

MAYBE WE ALL BETTER GO TALK TO CAPTAIN DEWOLFFE ABOUT THIS. SHE'S DEALT WITH THE CAT BEFORE.



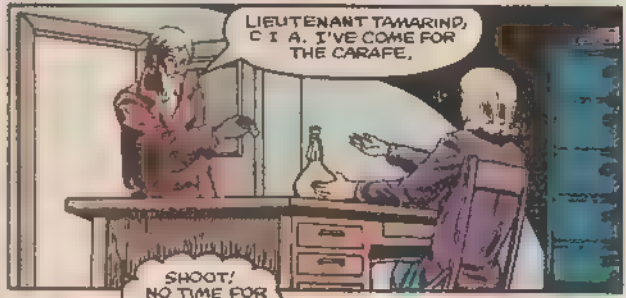
AND INSIDE...

A STRANGE LITTLE
PUZZLE HERE.



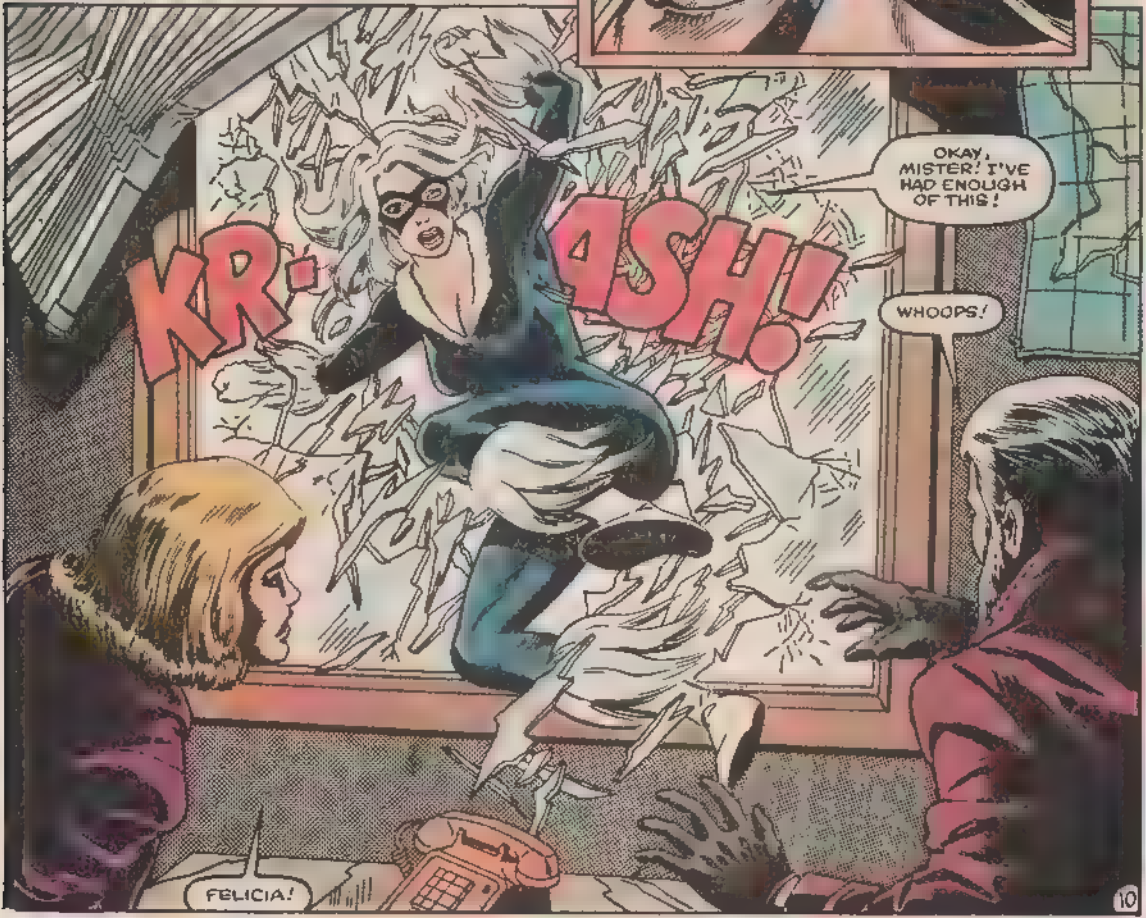
ALWAYS TALK
TO YOURSELF,
CAPTAIN?

WHO--?



LIEUTENANT TAMARIND,
C I A. I'VE COME FOR
THE CARAFE.

SHOOT!
NO TIME FOR
SUBTLETY
NOW!

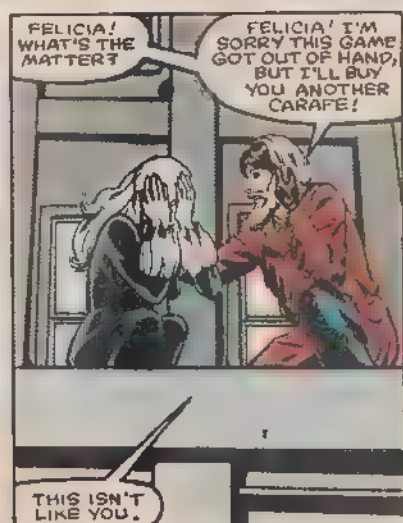
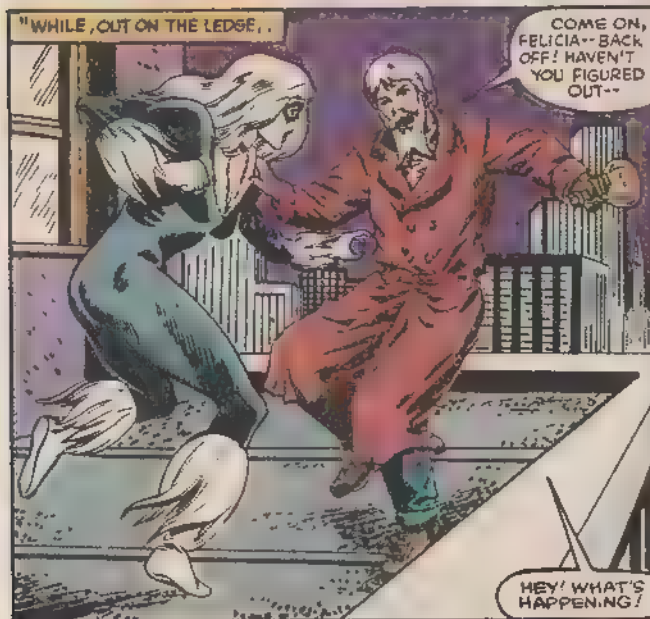
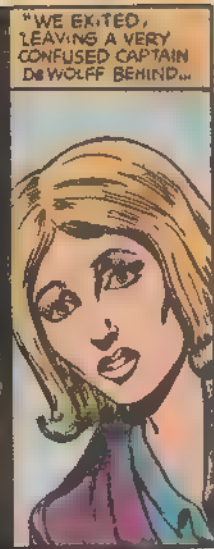
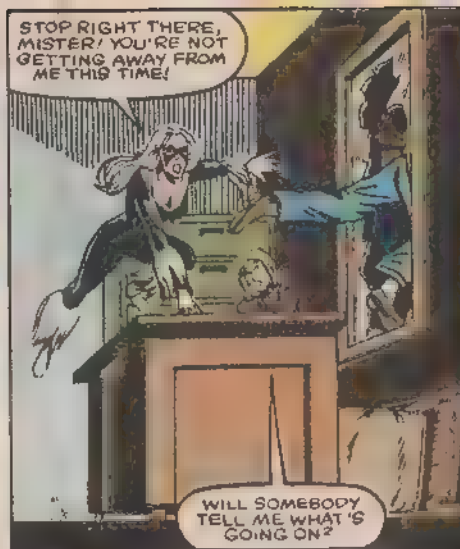


KR-ASH!

OKAY,
MISTER! I'VE
HAD ENOUGH
OF THIS!

WHOOPS!

FELICIA!



WHEN THEY BUILT THE FIRST NATIONAL BANK, THEY BUILT IT LIKE THE ROCK OF AGES... BUILT IT TO LAST AS LONG AS MAN PLACED VALUE IN THE KING OF CURRENCY STORED IN ITS VAULTS.

ITS WALLS ARE VERMONT MARBLE, TORN FROM THE QUARRIES OF THE GREEN MOUNTAINS AT THE TURN OF THE CENTURY... THE SAME KIND OF STONE THAT WAS USED TO BUILD THE LIBRARY OF CONGRESS...

BUT A FORTRESS IS ONLY AS STRONG AS IMPREGNABLE...

WHEN ITS HUGE OAKEN DOORS SHUT, THEY ARE BACKED BY PLATES OF STEEL. EMBEDDED IN THE GLASS OF ITS WINDOWS ARE A THOUSAND MILES OF WIRE, ELECTRONICALLY SENSITIVE TO THE SLIGHTEST TAMPERING TOUCH.

AS THE BASE UPON WHICH IT STANDS.

HURRY!

CAN'T MAKE THIS TORCH CUT THROUGH SIXTEEN INCHES OF SOLID STEEL ANY FASTER!

CRIPES, SOMEBODY'S GONNA HEAR THE HISS OF THE ACETYLENE!

OVER THE THUNDER AND RAIN TOPSIDE? YOU GOTTA BE KIDDING!

HAVING DEPLETED INNUMERABLE CANNISTERS OF OXYGEN TO POWER THE TORCH'S PINPOINT OF FLAME...

THEY BUILT THE FIRST NATIONAL BANK LIKE A FORTRESS SITUATED ON THE FRONTIER OF CRIME.

SILENCE IS FORGOTTEN AS THE BARK OF HANDGUNS COMPETES WITH THE ROLL OF THE THUNDER.

POW
POW

SPIDER-MAN'S THE ONLY ONE STANDING BETWEEN US AND RETIREMENT! KEEP SHOOTING! BRING HIM DOWN!

BUT, THOUGH THE AIR IS FILLED WITH FLYING LEAD...

...HIS DANGER DETECTING INSTINCT, HIS SPIDER-SENSE, ENABLES THE AMAZING SPIDER-MAN TO AVOID HARM.

BLOCKS AWAY, THE CRASH OF GUNFIRE ALERTS OTHERS

NOW IT IS A SIREN'S SCREAM THAT SLASHES THROUGH THE SILENCE!

WHREEEE

WHILE...

HUH? H-HE'S SWINGING RIGHT ON PAST-- WITHOUT EVEN TRYING TO CATCH US!

I DON'T THINK HE EVER EVEN NOTICED THAT WE WERE HERE!

THEN BY FIRING OUR GUNS, ALL WE DID WAS ALERT...

THE COPS!

THE MONEY WILL BE RETURNED TO THE FIRST NATIONAL BANK. THE FORTRESS WILL BE REINFORCED. THE SILENCE WILL BE RESTORED.

AS FOR THE SPECTACULAR SPIDER-MAN, HE SWINGS ON HIS WAY, GIVING NO EXPLANATION FOR THE MERELY PASSIVE PART HE HAS PLAYED IN FOILING A FELONY.

HE GIVES NONE... FOR HE HAS NONE IN TRUTH, HE IS ASLEEP, HIS UNIQUE EXTRA-TERRESTRIAL COSTUME PUTTING HIM UNKNOWINGLY THROUGH THIS NIGHT'S PACES, AS IT HAS DONE MANY TIMES OF LATE.

SOON HE WILL COME TO KNOW AND UNDERSTAND THE TRUE NATURE OF HIS COSTUME... BUT NOT TONIGHT.*

TONIGHT HE IS STILL THE PAWN OF THE GARMENT HE THINKS IS HIS TO COMMAND.

* BUT HE--AND YOU-- WILL LEARN ITS STRANGE SECRETS IN AMAZING SPIDER-MAN #125B, ON SALE IN JUST SEVEN DAYS--DANNY.

HIS SLENDER WEB LINE CARRIES SPIDER-MAN ON THROUGH THE STORM. AGAINST THE DARK LOOMING THUNDER-CLOUDS, THE WHITE IN HIS COSTUME FLASHES LIKE LIGHTNING.

IT IS HIS STARTLING SLASH THROUGH THE SKY THAT CATCHES THE EYES OF A LONE OLD WOMAN WALKING THE RAIN-SWEPT STREET'S BELOW.

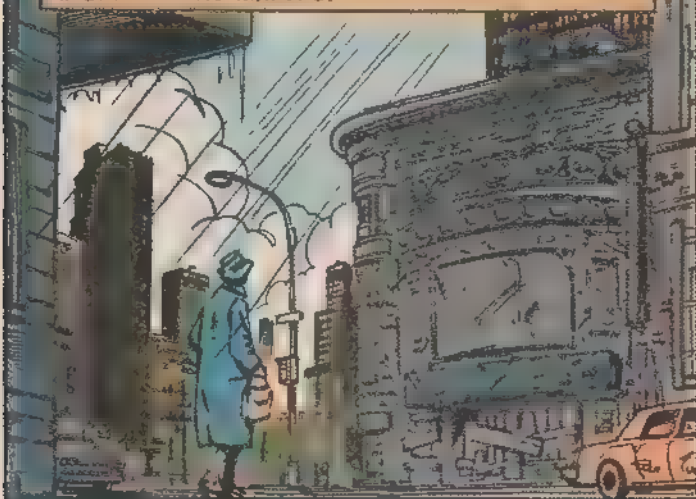
BUT TO MAY PARKER, THE MOVEMENT OVERHEAD APPEARS TO BE NO MORE THAN THE LIGHTS ACCOMPANYING THE THUNDEROUS PASSAGE OF THE THIRD AVENUE "EL".

SHE ROSE THE ELEVATED RAILWAY A LONG, LONG TIME AGO, WHEN SHE WAS YOUNGER...

BEFORE THE CITY TORE IT DOWN.

ACROSS THE STREET FROM WHERE MAY PARKER STANDS, AN ANCIENT FLE REARS DARK AND BROODING INTO THE DRIVING RAIN

IT IS CLOSED NOW. BRICKS GAG ITS DOORS AND SHEETS OF TIN BLINDFOLD ITS WINDOWS.



BUT MAY PARKER SEES BEYOND ITS FACED FACADE TO A BETTER TIME ...



... WHEN MUSIC BEING PLAYED UPON THE BRIGHT BANDSTAND OF DANCELAND FLOWED OUT ACROSS THE DANCE FLOOR TO FILL HER WITH MELODIES EXISTING ONLY IN HER MEMORIES NOW



MAY?

GOIN' DANCIN' WITH ME, SWEETHEART?

SHE WAS YOUNGER THEN...



... AND VERY, VERY LOVELY.



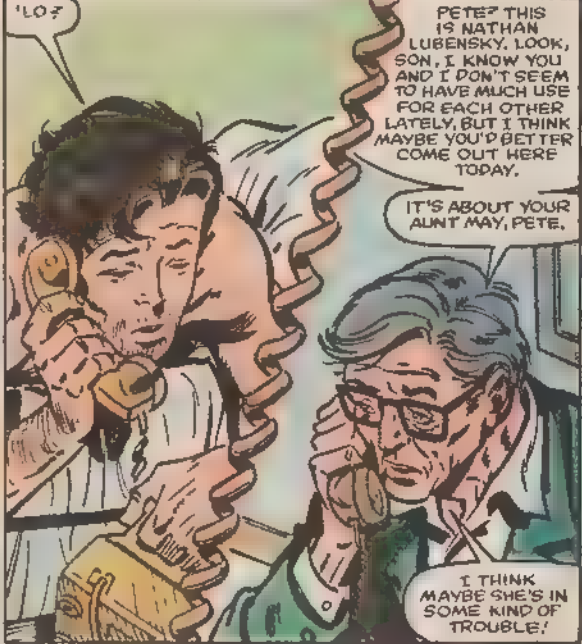
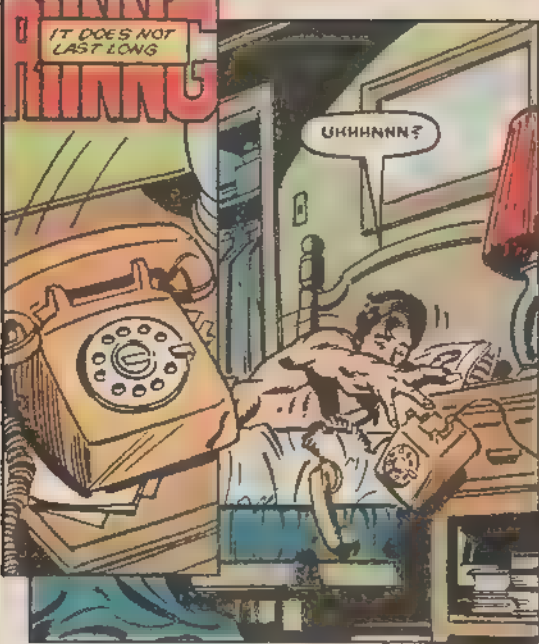
FORGET THE MONEY, BABE! I TOOK CARE OF THAT! AND AS FOR THE CLOTHES...



HONEY, YOU COULD WEAR RAGS AND STILL LOOK LIKE A QUEEN TO ME!



IT DOES NOT
LAST LONG



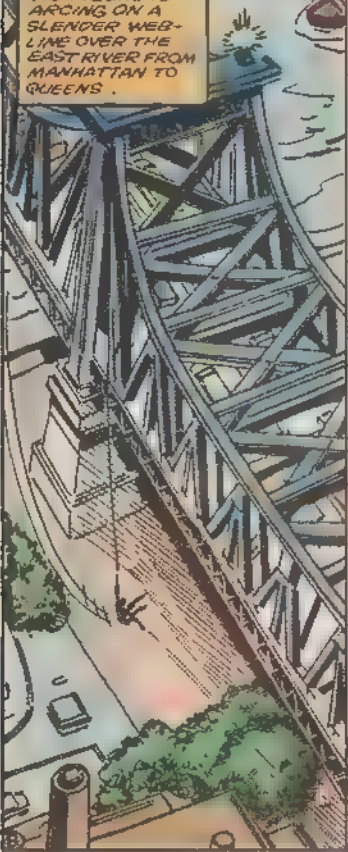
PETE? THIS IS NATHAN LUBENSKY. LOOK, SON, I KNOW YOU AND I DON'T SEEM TO HAVE MUCH USE FOR EACH OTHER LATELY, BUT I THINK MAYBE YOU'D BETTER COME OUT HERE TODAY.

IT'S ABOUT YOUR AUNT MAY, PETE.

I THINK MAYBE SHE'S IN SOME KIND OF TROUBLE!

AT PETER PARKER'S MENTAL COMMAND THIS TIME, THE COSTUME RE FORMS ITSELF AS EFFORTLESSLY AS IT EARLIER DID THE OPPOSITE.

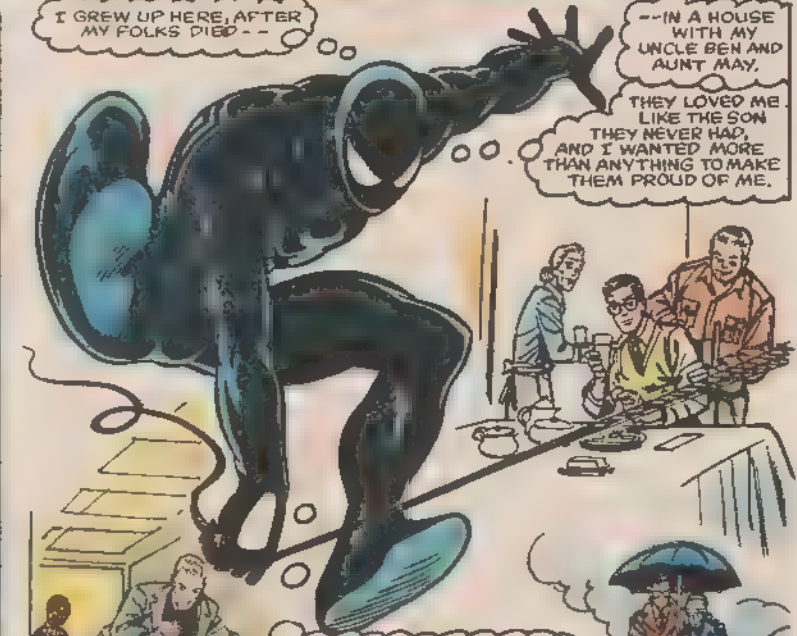
... AND MOMENTS LATER A FANTASTIC FIGURE IS ARCING ON A SLENDER WEB-LINE OVER THE EAST RIVER FROM MANHATTAN TO QUEENS.



I GREW UP HERE, AFTER MY FOLKS DIED --

--IN A HOUSE WITH MY UNCLE BEN AND AUNT MAY.

THEY LOVED ME LIKE THE SON THEY NEVER HAD, AND I WANTED MORE THAN ANYTHING TO MAKE THEM PROUD OF ME.



BUT AT THE BEGINNING OF MY CAREER AS SPIDER-MAN, WHEN ALL I CARED ABOUT WAS FAME AND FUN, I LET A THIEF GO PAST ME WHEN I COULD EASILY HAVE STOPPED HIM.

HE LATER MURDERED UNCLE BEN IN A FOILED BURGLARY ATTEMPT. IF I HAD BEEN LESS SELF-CENTERED, MY UNCLE WOULDN'T HAVE DIED!

SINCE THEN I'VE SPENT YEARS BEHIND THE MASK OF SPIDER-MAN FIGHTING CRIME, TRYING TO BE TRUE TO THE RESPONSIBILITY MY POWERS GIVE ME.

BUT THAT DIDN'T MAKE IT ANY EASIER FOR PETER PARKER TO TELL HIS AUNT MAY THAT HER NEPHEW THE SCHOLAR HAD JUST DROPPED OUT OF GRADUATE SCHOOL! SHE HASN'T SPOKEN TO ME SINCE!



SHE FEELS I'VE
FAILED HER AND
UNCLE BEN. MAYBE
SHE'S RIGHT.



WELL, THE OLD
HOUSE STILL
LOOKS THE SAME
AS ALWAYS

IT'S CHANGED,
THOUGH NOW
AUNT MAY RUNG
A BOARDING
HOUSE HERE--



-- AND ONE OF HER BOARDERS IS ALSO
HER FIANCE, NATHAN LUGENSKY.

I'M GLAD
YOU COULD
COME, PETE.

WHAT IS IT,
NATHAN? WHAT'S
THE MATTER WITH
MY AUNT MAY?



WHAT
COULD BE
RIGHT, WHEN
THE PERSON
SHE LOVES
MOST IN THE
WORLD HURTS
HER LIKE
YOU HAVE?

LISTEN, IF YOU'VE HAILED ME
ALL THE WAY OUT HERE TO LISTEN
TO A LECTURE ABOUT HOW I
SHOULD RELATE TO MY AUNT...

PETER, I LOVE
YOUR AUNT, I CARE
FOR HER, I WORRY
ABOUT HER...
ESPECIALLY NOW!



STOP HINTING AROUND
THE POINT, NATHAN!
WHAT KIND OF TROUBLE
IS AUNT MAY IN?

I... DON'T KNOW. THAT'S
WHY I CALLED YOU FOLLOW
ME SON... TO HER BEDROOM.



THERE SHE IS, PETE. SHE
JUST CAME IN A COUPLE OF
HOURS AGO, OUT ALMOST ALL NIGHT
AND DRENCHED TO THE SKIN.
WENT RIGHT PAST ME AND
INTO HER ROOM AND STARTED
READING THE LETTERS AGAIN
UNTIL SHE FELL ASLEEP IN
HER CHAIR.

LETTERS?



ABOUT A WEEK AGO, MAY BEGAN RECEIVING MAIL FROM SOMEONE. SHE BECAME MOODY, DISTRACTED. THE LETTERS ARRIVED ONE A DAY... AND COINCIDED WITH HER TRIPS



YES EARLY EVERY NIGHT NOW SHE CALLS A CAR SERVICE AND GOES OUT ALONE

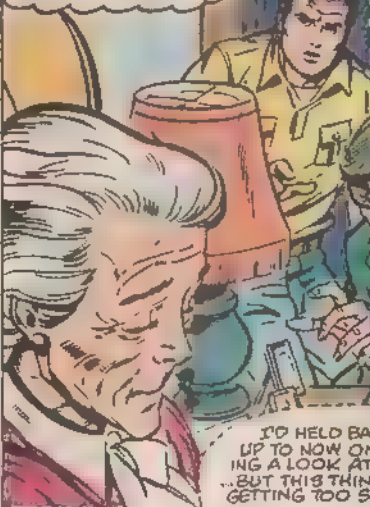
NATHAN, I DON'T LIKE SPYING ON MY OWN AUNT, BUT THERE'S A MYSTERY HERE AND WE'VE GOT TO GET TO THE BOTTOM OF IT.



THE LETTERS ARE ON MAY'S READING TABLE. IF ONLY WE COULD GET A LOOK AT THEM...

SEEING HER THERE... SLEEPING PEACEFULLY... I CAN'T HELP BUT THINK HOW MUCH SHE'S MEANT TO ME OVER THE YEARS.

I DIDN'T WANT TO CAUSE HER PAIN... EVER... BUT I HAD TO DECIDE THE COURSE OF MY OWN LIFE.



HERE THESE ARE THE ONES.

I'D HELD BACK UP TO NOW ON STEALING A LOOK AT THEM... BUT THIS THING IS GETTING TOO SERIOUS!

THE LETTERS LIE OPEN ON THE TABLE, ONE FOR EACH DAY OF THE WEEK THIS FAR, AND PETER BEGINS TO READ THEM...

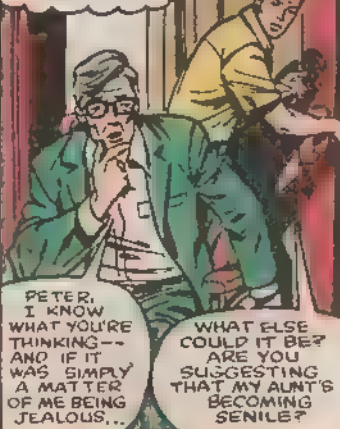
"DO YOU REMEMBER CENTRAL PARK IN LATE AFTERNOON, MY LOVE?" "THE LIGHTS ON BROADWAY SHONE FOR US, MY DARLING!" "I'VE NEVER FORGOTTEN DANCING ALL NIGHT WITH YOU, DEAREST MAY!"



THE LETTERS READ, PETE AND NATHAN LEAVE MAY'S BEDROOM AS QUIETLY AS THEY ENTERED...

POOR NATHAN! HE LOVES AUNT MAY, AND THOSE LETTERS AND HER NIGHTLY DISAPPEARANCES ONLY ADD UP TO ONE THING IN HIS MIND

I'M NOT SURE I WANT TO GET IN THE MIDDLE OF THIS...

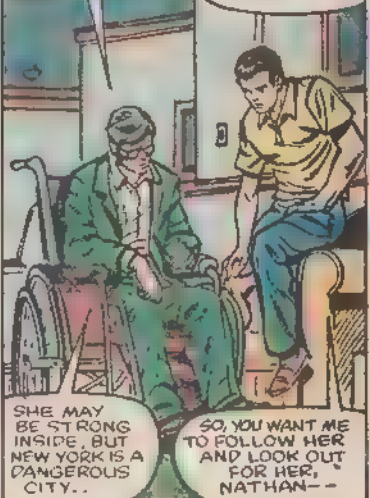


PETER, I KNOW WHAT YOU'RE THINKING-- AND IF IT WAS SIMPLY A MATTER OF ME BEING JEALOUS...

WHAT ELSE COULD IT BE? ARE YOU SUGGESTING THAT MY AUNT'S BECOMING SENILE?

IT'S NOT THAT EITHER, PETER. I KNOW HER... I SEE HER EVERY DAY SHE'S IN CONTROL OF ALL HER FACULTIES.

BUT THESE LETTERS ARE DOING SOMETHING TO HER, MAKING HER ACT TOTALLY UNLIKE HERSELF, GOING OUT IN THE MIDDLE OF THE NIGHT.



SHE MAY BE STRONG INSIDE, BUT NEW YORK IS A DANGEROUS CITY...

SO, YOU WANT ME TO FOLLOW HER AND LOOK OUT FOR HER, NATHAN--

--OR DO YOU JUST WANT ME TO SPY ON HER AND CONFIRM YOUR JEALOUSY? WELL, I'M WORRIED ABOUT AUNT MAY'S NIGHTLY DISAPPEARANCES, TOO. I COULDN'T FORGIVE MYSELF IF ANYTHING HAPPENED TO HER.

OKAY, NATHAN. I'LL DO IT.



THE DAY PASSES...

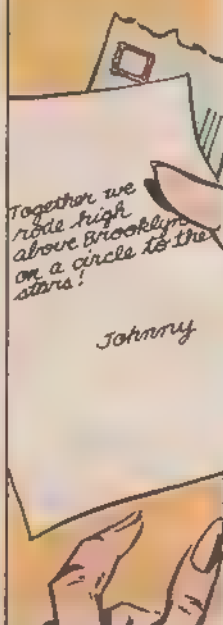
... AND LATE AFTERNOON FINDS BOTH PETER PARKER AND NATHAN LUBENSKY, EXHAUSTED FROM THE WEARINESS OF THEIR WATCH, CATCHING UP ON SOME MUCH NEEDED SLUMBER.



... BUT, UNNOTICED BY THEM, THE OBJECT OF THEIR ATTENTIONS HAS ARISEN, GOES TO THE DOOR.



... CHECKS THE NEWLY-DELIVERED MAIL--AND DISCOVERS THAT SHE IS AGAIN THE RECIPIENT OF ANOTHER ROMANTIC MISSIVE FROM THE MYSTERIOUS 'JOHNNY'



THE MESSAGE MOVES MAY PARKER TO ACTION...



... AND THE SOUND OF HER DEPARTURE AT LAST AROUSES HER SLEEPING NEPHEW.

SLAM

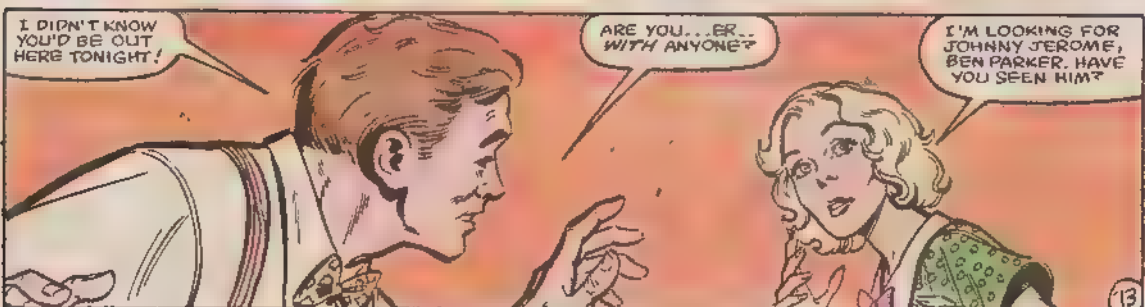
HUH?!



AUNT MAY-- TAKING OFF AGAIN, IN A TAXI!



...A LONG, LONG
TIME AGO.



DID AUNT MAY MUMBLE THE NAME... BEN PARKER!?

UNCLE BEN!

DID THEY USED TO COME OUT HERE TOGETHER, WHEN THEY WERE COURTING? IS SHE RELIVING HER GIRLHOOD ALL OVER AGAIN?

AND, OH, NO, ISN'T IT A SIGN OF SEVILITY WHEN OLD PEOPLE START LIVING IN THEIR OWN PAST??

WHILE SPIDER-MAN WORRIES IN THE PRESENT, MAY PARKER REMEMBERS HER PAST...

JOHNNY JEROME! MAY, THAT GUY'S NOTHING BUT TROUBLE...!

THERE'S NOTHING WRONG WITH JOHNNY JEROME, BEN PARKER!

HE'S JUST FOUND A BETTER WAY TO EARN A LIVING DURING THIS DEPRESSION THAN SLAVING AS A CARNIVAL BARKER!

MAY, HE'S JUST A CHEAP HOOD...!

YOU'RE JUST JEALOUS, BEN PARKER, AND I WON'T HEAR ANYMORE!

GOOD NIGHT!

FOLLOWING HER FOOTSTEPS OF OVER A HALF-CENTURY AGO, AUNT MAY ARRIVES AT THE CAROUSEL.

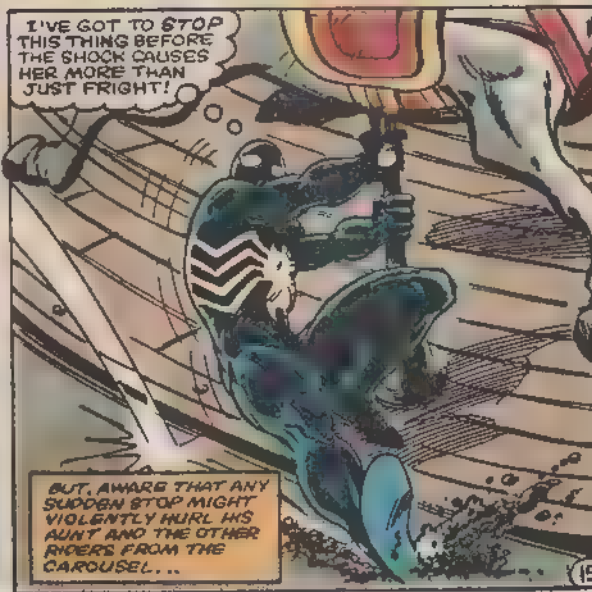
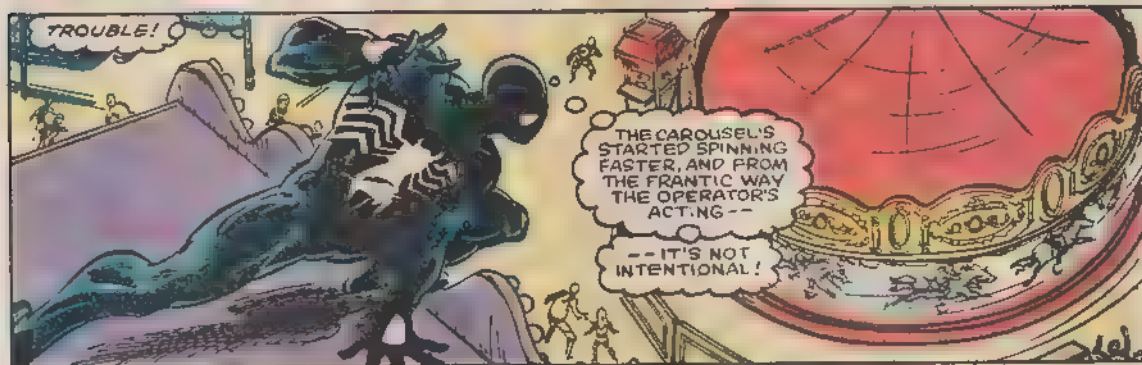
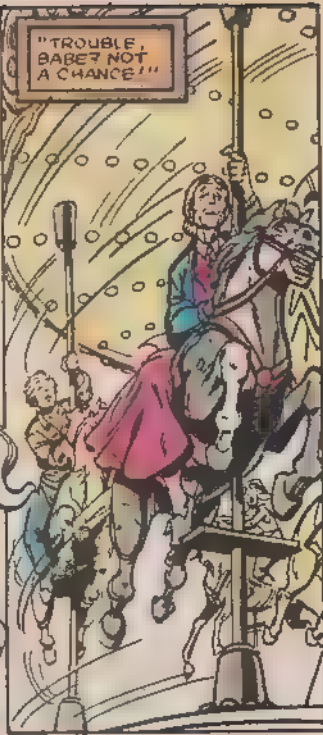
THE MERRY-GO-ROUND RHYTHMS SHE KNEW HAVE GIVEN WAY TO A DISCO BEAT...

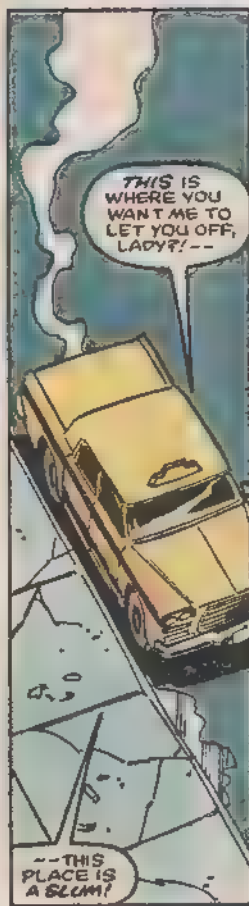
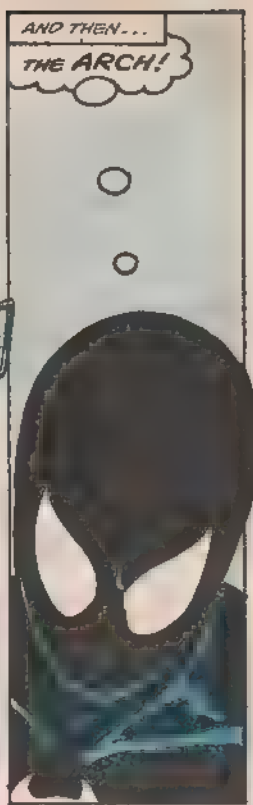
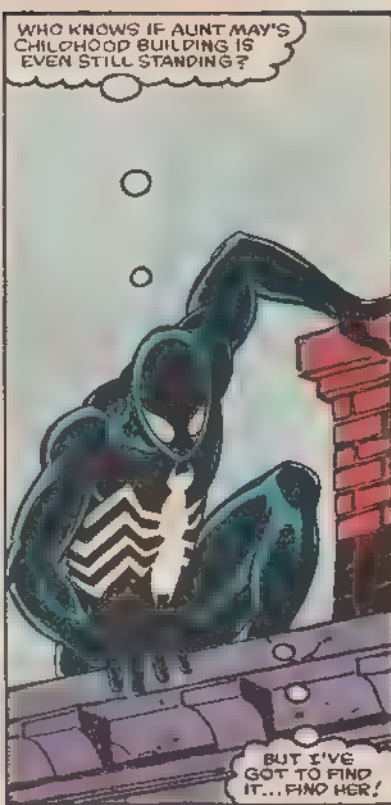
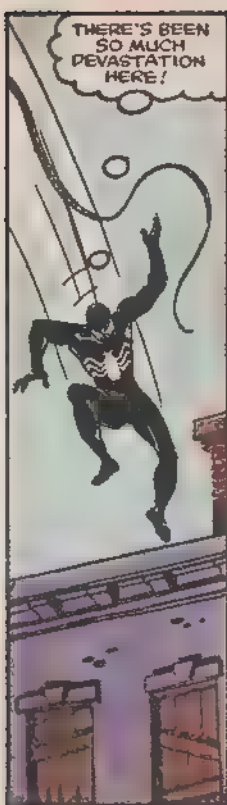
...AND THE ANCIENT HORSES HAVE BECOME CHIPPED AND WORN WITH AGE...

... BUT IN HER MEMORY, ALL SHINES AS IT DID ON THAT NIGHT LONG AGO...

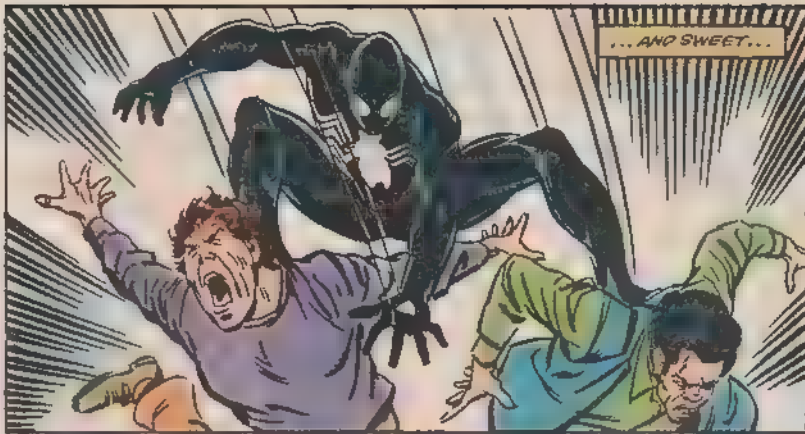
... WHEN SHE CAME TO CONEY ISLAND TO MEET JOHNNY JEROME.

KEY, BAGE--





WHAT FOLLOWS IS BOTH
SHORT.



... AND SWEET ...

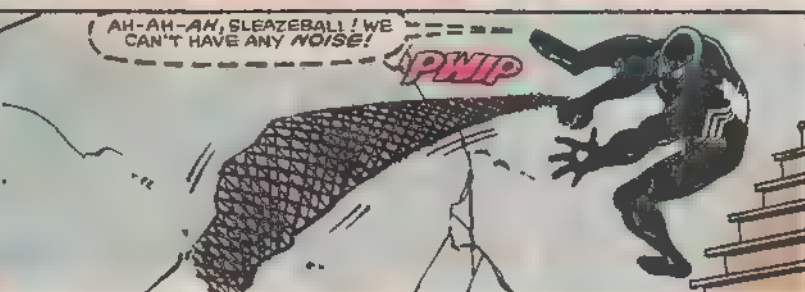


... UNTIL ONE OF THE QUIVERING
TOUGHS FINDS HIS COURAGE IN A
HANDGUN.



AH-AH-AH, SLEAZEBALL! WE
CAN'T HAVE ANY NOISE!

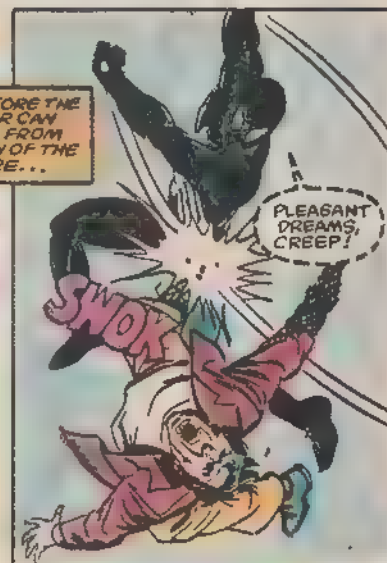
PWIP



SPIDER-MAN'S WEBBING ALL
BUT MUFFLES THE GUNSHOT.



AND, BEFORE THE
SHOOTER CAN
SCREAM FROM THE PAIN OF THE
BACKFIRE...



PLEASANT
DREAMS,
CREEP!

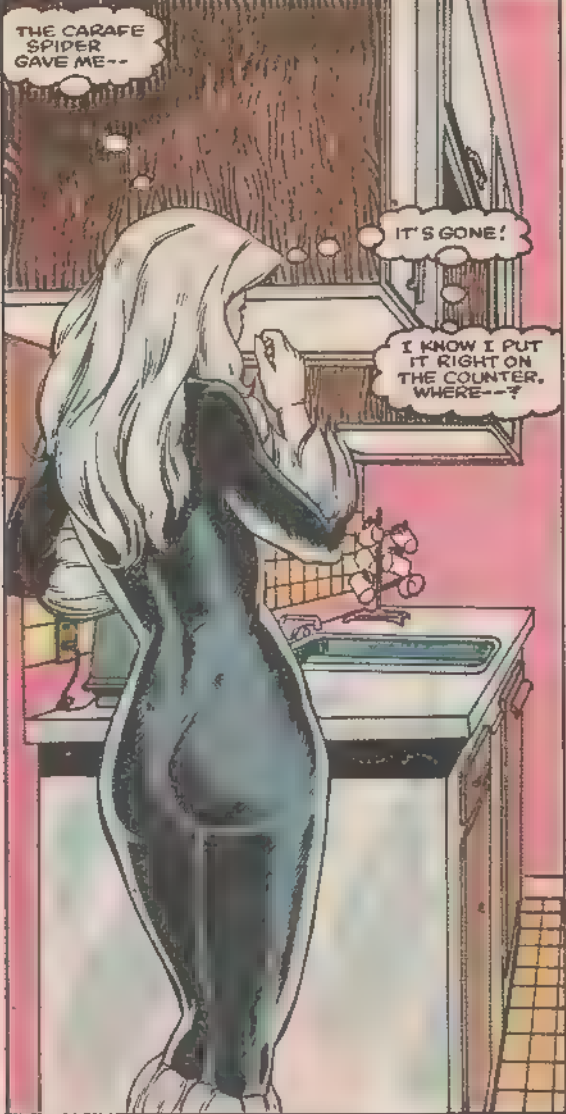
AND, IN THE RUIN THAT WAS ONCE
A YOUNG GIRL'S BEDROOM...



MAY, DID YOU
JUST HEAR
SOMETHING?

YES, JOHNNY!

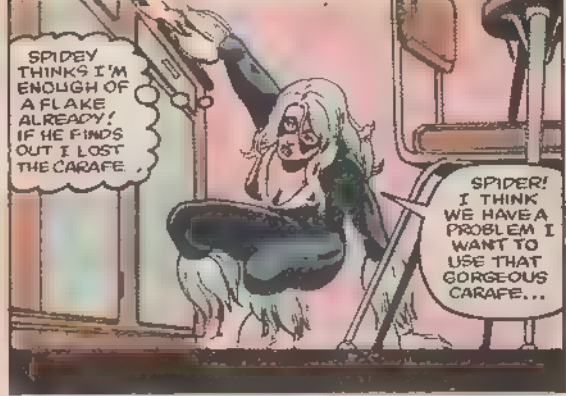
FOR A MOMENT, MAY PARKER'S
MEMORIES AGAIN RACE BACK... AND
MEET WITH JOHNNY JEROME'S...



THE CARAFE
SPIDER
GAVE ME--

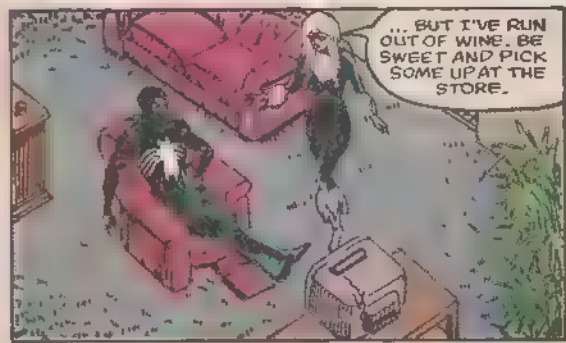
IT'S GONE!

I KNOW I PUT
IT RIGHT ON
THE COUNTER.
WHERE--?

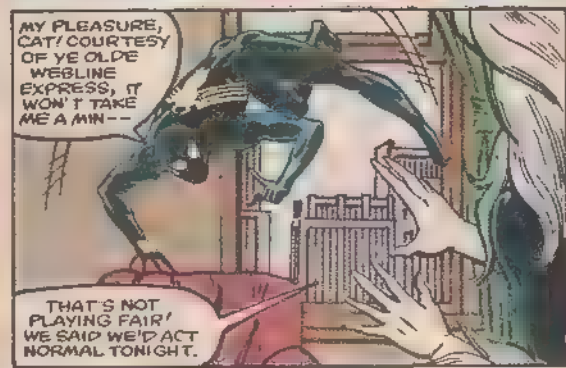


SPIDEY
THINKS I'M
ENOUGH OF
A FLAKE
ALREADY!
IF HE FINDS
OUT I LOST
THE CARAFE.

SPIDER!
I THINK
WE HAVE A
PROBLEM I
WANT TO
USE THAT
GORGEOUS
CARAFE...



... BUT I'VE RUN
OUT OF WINE. BE
SWEET AND PICK
SOME UP AT THE
STORE.



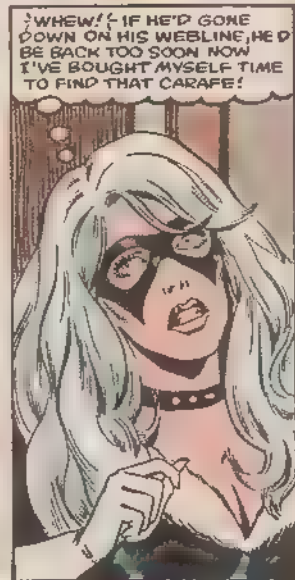
MY PLEASURE,
CAT/COURTESY
OF YE OLDE
WEBLINE
EXPRESS, IT
WON'T TAKE
ME A MIN--

THAT'S NOT
PLAYING FAIR!
WE SAID WE'D ACT
NORMAL TONIGHT.

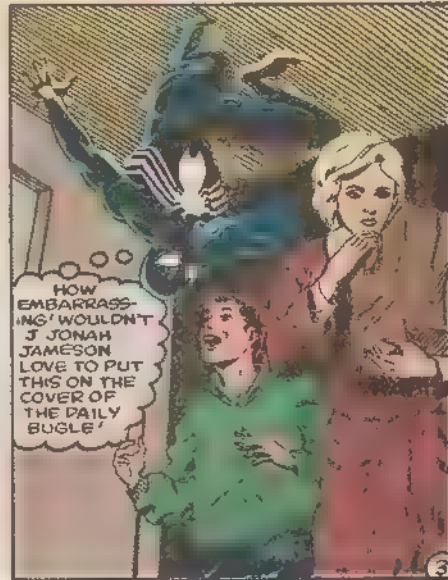


YOU'VE GOT ME
THERE, M'LOVE.
BUT YOU
BETTER NOT TRY
TO DENY ME
ALL MY
FUN!

I'LL TAKE THE
ELEVATOR, BUT I'LL AMBLE
OVER TO IT IN MY OWN
INIMITABLE STYLE.



?WHEW!- IF HE'D GONE
DOWN ON HIS WEBLINE, HE'D
BE BACK TOO SOON NOW
I'VE BOUGHT MYSELF TIME
TO FIND THAT CARAFE!



HOW
EMBARRASS-
ING! WOULDN'T
J JONAH
JAMESON
LOVE TO PUT
THIS ON THE
COVER OF
THE DAILY
BUGLE?

"BACK IN THE APARTMENT, FELICIA WAS CONDUCTING A THOROUGH SEARCH. ...

CURIOSER AND CURIOSER! WHERE DID THIS COME FROM?



A MATCHBOOK, WITH A MOUSE GRUPELY DRAWN ON IT.



HMMM. IT MUST BE A CLUE.

IT'S FROM ZITANI'S RESTAURANT. BUT WHO LEFT IT? AND WHAT DOES IT MEAN?



ONLY ONE WAY TO FIND OUT! ZITANI'S IS ONLY A FEW BLOCKS AWAY!

FORGIVE ME, SPIDER.



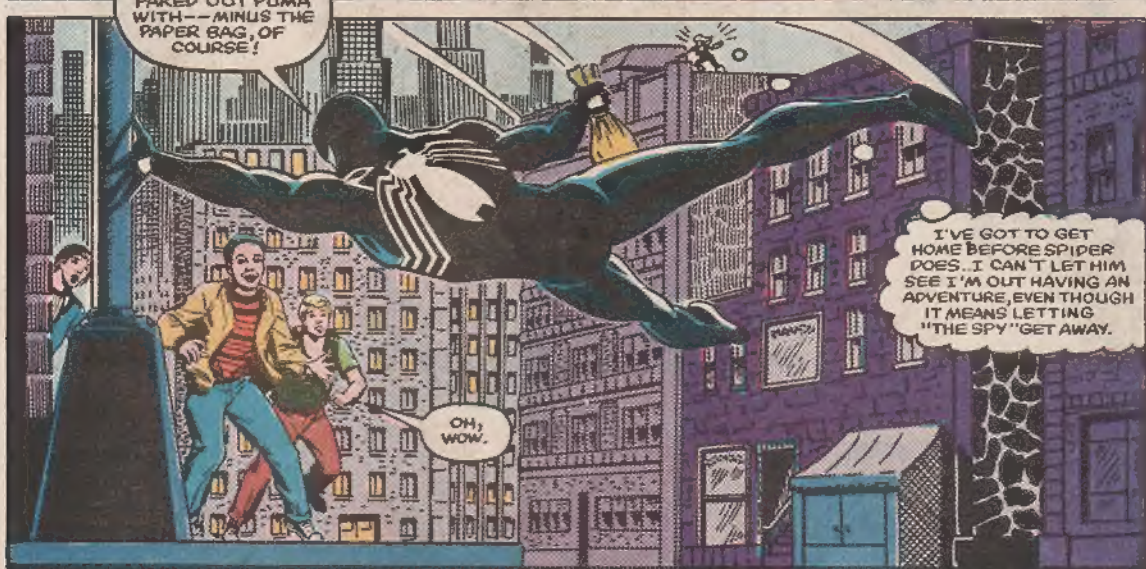
THIS IS THE PLACE! COULD THE CARAFE BE SOMEWHERE IN HERE?



BINGO!



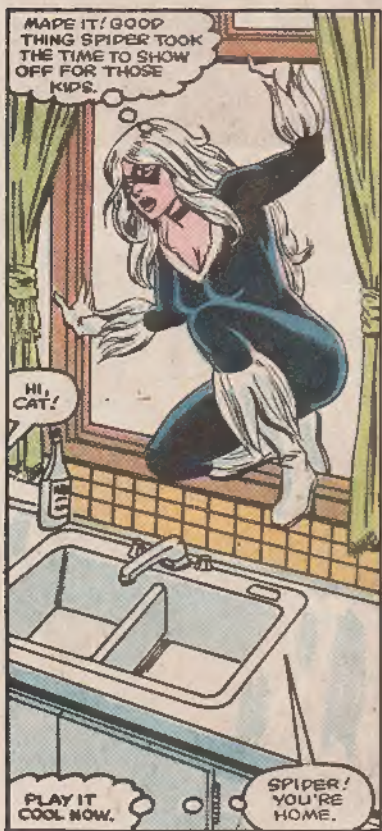
UH-OH! HERE COMES DOUBLE TROUBLE.



AND THEN THIS IS THE MOVE I FAKED OUT PUMA WITH--MINUS THE PAPER BAG, OF COURSE!

I'VE GOT TO GET HOME BEFORE SPIDER DOES...I CAN'T LET HIM SEE I'M OUT HAVING AN ADVENTURE, EVEN THOUGH IT MEANS LETTING "THE SPY" GET AWAY.

OH, WOW.



MADE IT! GOOD THING SPIDER TOOK THE TIME TO SHOW OFF FOR THOSE KIDS.

HI, CAT!

PLAY IT COOL NOW.

SPIDER! YOU'RE HOME.

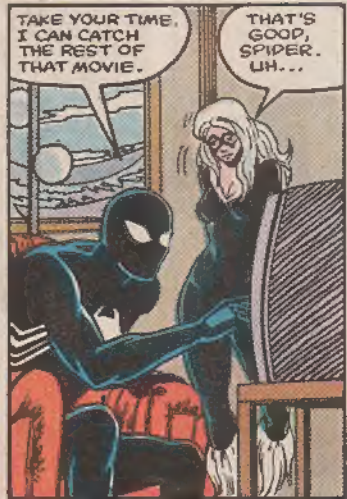


BACK WITH THE GOODS, FELICIA. HOW'S DINNER GOING?

MMMMMM. HAVING A LITTLE TROUBLE, ACTUALLY.



YOU JUST WAIT RIGHT HERE, LOVER, AND DON'T DISTURB ME FOR A LITTLE WHILE.

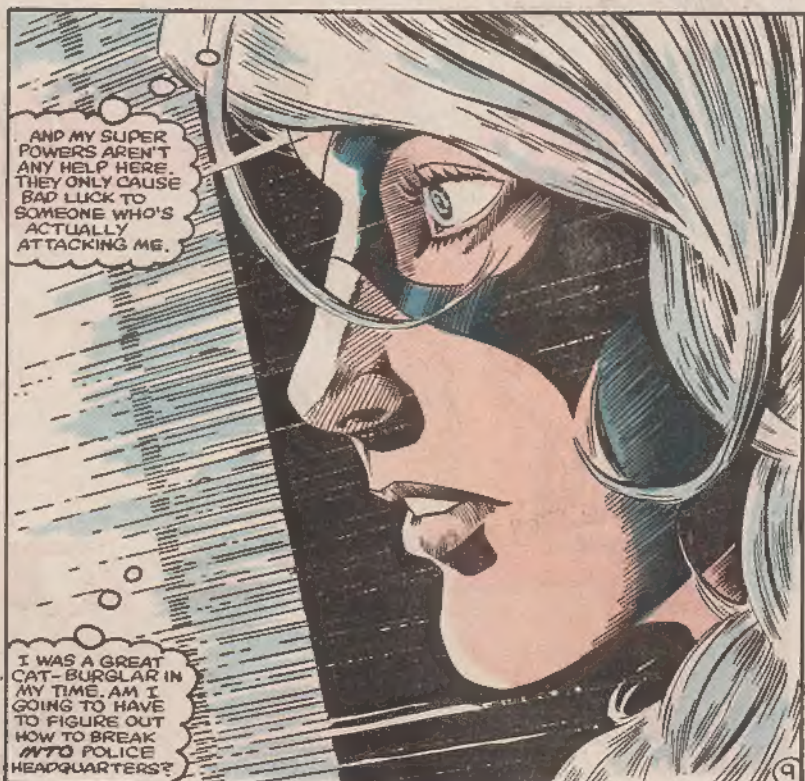
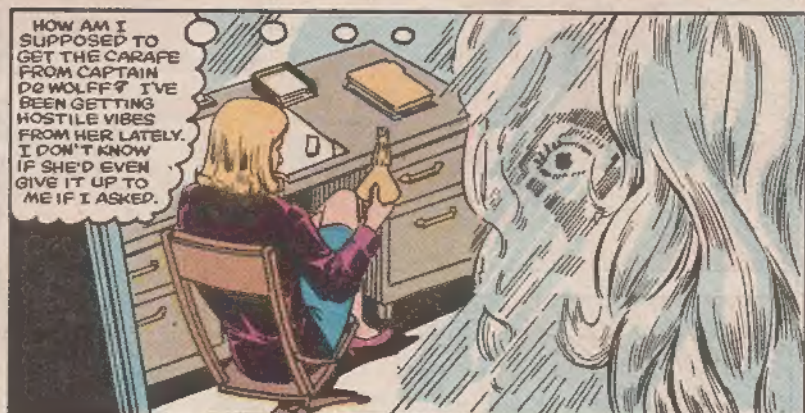
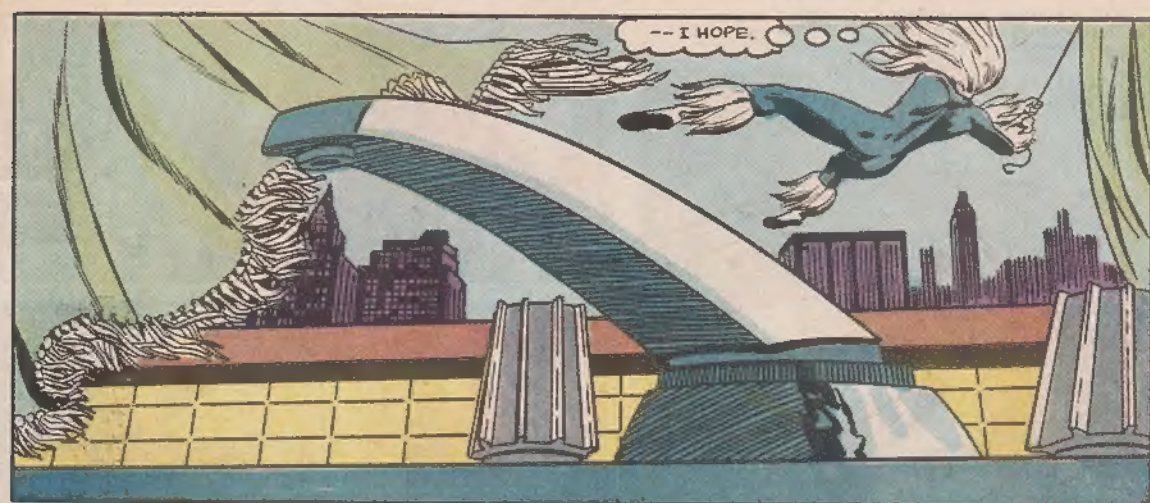


TAKE YOUR TIME. I CAN CATCH THE REST OF THAT MOVIE.

THAT'S GOOD, SPIDER. UH...



...OUR SUMPTIOUS REPAST WILL BE READY IN NO TIME--



"THAT'S RIGHT! IT WAS ME, TAMARA BLAKE, FELICIA'S OLDEST FRIEND, DROPPING BY FOR A NIGHT OF HARMLESS FROLIC, ...

FELICIA, THIS WAS JUST SUPPOSED TO BE A LITTLE GAME, LIKE WE USED TO PLAY WHEN WE WERE LEARNING TO BE CAT BURGLARS TOGETHER.

I DIDN'T MEAN FOR THIS TO HAPPEN. BUT IT'S NOT ANYTHING TO MAKE SUCH A BIG FUSS OVER!

OH, TAMMY, YOU DON'T UNDERSTAND! IT'S NOT JUST THAT.

IT'S KEEPING ALL THESE SECRETS FROM SPIDER!

I HAVE THESE SUPER POWERS, AND I CAN'T TELL HIM ABOUT IT BECAUSE I GOT THEM FROM HIS GREATEST ENEMY!

I LOVE HIM. I REALLY DO. BUT I DON'T KNOW HOW TO TALK TO HIM HALF THE TIME!

OH, FELICIA...

"I TOOK FELICIA HOME THEN. SHE SNUCK BACK IN THE WINDOW, AND I SHOWED UP AT THE FRONT DOOR A FEW MINUTES LATER, PLAYING THE 'UNEXPECTED VISITOR!'

"BUT I WAS WORRIED FOR FELICIA WHEN I LEFT HER. SHE USED TO BE SO CARE-FREE, WILD, AND SELF-RELIANT, LIKE A STRAY CAT. WHAT'S HAPPENED TO HER?"

"THE THREE OF US HAD A WONDERFUL TIME THAT NIGHT. AND, YOU KNOW, SPIDER-MAN NEVER EVEN ASKED ABOUT THE CARAFE.

"I HOPE SHE FINDS HAPPINESS WITH SPIDER-MAN. I TRULY DO. BUT I CAN'T HELP BUT WONDER."

END.